



## ABM INTERNATIONAL LIMITED

CIN:L51909DL1983PLC015585

Regd Off. 10/60, Industrial Area, Kirti Nagar, New Delhi110015

Tel: 011-41426055; E-mail: [vkgandhi@abmintl.in](mailto:vkgandhi@abmintl.in);

Website: [www.abmintl.in](http://www.abmintl.in)

### NOTICE TO MEMBERS

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of ABM INTERNATIONAL LIMITED will be held on Tuesday, 29th September, 2020 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended 31st March, 2020, the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kawaljit Singh Bhatia, who retires by rotation and, being eligible, offers himself for reappointment.

#### **SPECIAL BUSINESS**

##### **3. Appointment of Mr. Premendra Ojha as a Non-Executive Independent director**

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

RESOLVED THAT Premendra Ojha (DIN 02810137) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11<sup>th</sup> August, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 158 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Premendra Ojha who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing August 11, 2020 to August 10, 2025, be and is hereby approved.

##### **4. 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,2021 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 ,2021 as recommended by the Nomination and Remuneration Committee, on the following terms and conditions:

Term : 3 years with effect from 1st July, 2021

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

**By Order of the Board of Directors  
FOR ABM INTERNATIONAL LIMITED**

**VIRENDER KUMAR GANDHI  
Chairman and Managing Director  
DIN-00244762  
Add- D-1/16, Vasant Vihar,  
New Delhi-110057**

**Place: New Delhi  
Date : 01.09.2020**

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Clause 1.2.5 of Secretarial Standard-2, for the person seeking re-appointment as Director at the Annual General Meeting, are given and forms integral part of the notice as **Annexure-A**
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive).
4. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Beetal Financial & Computer Services Private Limited.
5. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest. Further, pursuant to the amendment in the Listing Regulations and subsequent notification issued by SEBI, on and from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI has clarified by a Press Release that the said amendments does not prohibit an investor from holding the shares in physical form and the investor has the option of holding shares in physical form even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized.
6. 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 2012-13 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 2012-13 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 2012-13 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 the company with respect to dividend declared for the financial year 2012-13, on or after 1st November, 2020.



7. 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 of Dividend transfer of dividend to IEPF	Due for Transfer/Due Date of transfer of dividend to IEPF
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.

Pursuant to the provisions of Sec 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of 30 days of such shares becoming due to be transferred to IEPF Account.

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from 2013 are requested to claim same at earliest. In case valid claim is not received by the company before due date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.

The Members, whose unclaimed shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

8. General instructions for accessing and participating in the 37th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

#### **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

- I. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- II. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- III. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- V. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- VI. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.abmintl.in](http://www.abmintl.in). The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- VII. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



- VIII. The Company has appointed M/s Mohit Mehta and Associates, (M.No.46893) Practicing Company Secretary, to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has given his consent for the same.
- IX. The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.abmintl.in](http://www.abmintl.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The same shall also be communicated to NSE, where the shares of the Company are listed.
- X. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2020 may obtain the login details in the manner as mentioned below.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 26th September, 2020 (9:00 am IST) and ends on 28th September 2020 (5:00 pm IST). During this period 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,2020 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](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasiusing** your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (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](http://www.evotingindia.com) and voted on an earlier e-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:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details</b> <b>OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [vkgandhi@abmintl.in](mailto:vkgandhi@abmintl.in). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [vkgandhi@abmintl.in](mailto:vkgandhi@abmintl.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board of Directors  
FOR ABM INTERNATIONAL LIMITED**

**VIRENDER KUMAR GANDHI**  
Chairman and Managing Director  
DIN-00244762  
Add- D-1/16, Vasant Vihar,  
New Delhi-110057

Place: New Delhi  
Date: 01.09.2020



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

**ITEM NO 3.**

Mr. Premendra Ojha was appointed as an additional director on the Board of the Company with effect from 11<sup>th</sup> August, 2020 to hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the candidature of Mr. Premendra Ojha as a Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence for appointment of an Independent Director on the Company’s Board. An Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors liable to retire by rotation. The Company has received a declaration from Mr. Premendra Ojha that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing obligations and disclosure requirements) Regulations 2015. In the opinion of the Board, Mr. Premendra Ojha fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and the SEBI (Listing obligations and disclosure requirements) Regulations 2015. Mr. Premendra Ojha is independent of the management. A copy of the draft letter of appointment of Mr. Premendra Ojha as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 1:00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Premendra Ojha and his relatives are concerned or interested in the said resolution.

The resolution as set out in Item no. 3 of this Notice is accordingly commended for your approval.

**ITEM NO 4.**

Mr. Virender Kumar Gandhi has been re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 1st July, 2021. His reappointment was made by the Board of Directors at their Meeting held on 01.09.2020 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 58 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. 97 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 12 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 :

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

**I. General Information:**

- (i) Nature of Industry:Trading in Plastic Raw Materials
- (ii) Date of Commencement of commercial production: 24th April, 1983.
- (iii) Financial Performance based on given indicators:

	2017-2018	2018-2019	2019-2020
Revenue from operations	8860.87	7736.96	9770.86
Profit/(Loss) Before Tax	(23.07)	(238.28)	(262.07)
Profit(Loss) After Tax	(21.55)	(176.71)	(478.11)

(IV) Foreign Investments or collaborations

**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 58 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. 51.91 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. 4 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

**ANNEXURE-A**

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under**

NAME OF THE DIRECTOR	KAWALJIT SINGH BHATIA	PREMENDRA OJHA	VIRENDER KUMAR GANDHI
AGE	58 Years	59 Year	78 Year
QUALIFICATIONS	Commerce Graduate	B.A., LL.B., LL.M.	B.com
EXPERIENCE	35 Years	21 Years	58 years
TERMS AND CONDITIONS OF APPOINTMENT/ REAPPOINTMENT ALONGWITH DETAILS OF REMUNERATION SOUGHT TO BE PAID	Non-Executive Director, Liable to retire by rotation	The details are provided in the resolution at item no.3 of this notice.	The details are provided in the resolution at item no.4 of this notice.
REMUNERATION LAST DRAW (2019-20)	N.A.	N.A.	51,91,247
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Vast experience in trade and industry	Practicing Advocate and having vast experience in Criminal/ Civil laws, laws relating to Foreign Exchange regulations, corporate laws, Consumer Protection and Foreign Trade	Vast experience in trade and industry
DATE OF FIRST APPOINTMENT ON TO THE BOARD	19.09.2014	11.08.2020	21.04.1983
NO. OF SHARES HELD IN THE COMPANY AS ON 31ST MARCH, 2020	NIL	NIL	4745040
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	N.A.	N.A.	Relative of Mrs. Sangeeta Gandhi, WTD
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	Ten	NIL	Twelve
DIRECTORSHIP IN OTHER COMPANIES AS ON 31ST MARCH, 2020	One	NIL	Three
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	Three	NIL	N.A.

**By Order of the Board of Directors  
FOR ABM INTERNATIONAL LIMITED**

**VIRENDER KUMAR GANDHI  
Chairman and Managing Director  
DIN-00244762**

**Add- D-1/16, Vasant Vihar,  
New Delhi-110057**

**Place: New Delhi  
Date: 01.09.2020**