



42nd

ANNUAL

REPORT 2024-

2025

ABM International Ltd.



ABM INTERNATIONAL LTD.

Board of Directors

Shri Rajneesh Gandhi
Managing Director

Smt. Sangeeta Gandhi
Whole-Time Director

Shri S.S. Rana
Non-Executive Director

Shri Premendra Ojha
Independent Director

Shri Karan Malik
Independent Director w.e.f 01.09.2024

Shri Harvinder Singh
Independent Director w.e.f 01.09.2024

Management

Shri V. Mahalingam
Chief Financial Officer

Shri Amit Kumar
Company Secretary

Auditors

M/s Salarpuria and Partners
1008, Chiranjiv Tower 43, Nehru Place
New Delhi-110019

Bankers

Axis Bank Limited

Regd. Office

37, DLF, Industrial Area,
Kirti Nagar, New Delhi-110015



GENERAL SHAREHOLDER'S INFORMATION

1. A.G.M. Date, Time and Venue : 30th September, 2025 at 1.00 P.M.
2. Financial Calendar : 1st April, 2024 to 31st March, 2025
3. Listing on 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,
37 DLF, Industrial Area, Kirti
Nagar, New Delhi-110015.
Tel.:(011) 41426055
5. Dematerialisation of
Shares and Liquidity : Trading in ABM's shares is permitted only in
dematerialised form as per circular issued by the
Securities and Exchange Board of India (SEBI).
6. Registrar for Demat Services : M/s Beetal Financial & Computer Services (P) Ltd.
Share Transfer Agent Beetal House, 3rd
Floor, 99, Madangir, (Behind Local
Shopping Complex), Near Dada Harsukh
Das Mandir, New Delhi-110062
Tel.:(011)29961281



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ABM INTERNATIONAL LIMITED
CIN:L51909DL1983PLC015585
Regd Off. 37 DLF, Industrial Area, Kirti Nagar, New Delhi-110015
Tel: 011-41426055; E-mail: vkgandhi@abmintl.in;
Website: www.abmintl.in

NOTICE TO MEMBERS

Notice is hereby given that the Forty-Second (42nd) Annual General Meeting of the Members of **ABM INTERNATIONAL LIMITED** will be held on Tuesday, 30th September, 2025 at 1:00 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, 2025, the Consolidated Financial Statements for the said Financial Year together with the Report of the 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 reappointment.

SPECIAL BUSINESSES

3. **Re-appointment of Mr. Rajneesh Gandhi (DIN: 00244906) as Managing Director.**

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), read with Article 191 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the reappointment of Mr. Rajneesh Gandhi (DIN : : 00244906) as the Managing Director, for a period of 3 (Three) years effective December 9, 2025 upto December 8, 2028, not liable to retire by rotation, on following terms and conditions including remuneration as set out below and in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

The significant terms and conditions of appointment of Mr. Rajneesh Gandhi are as under:

Term : 3 (Three) Year with effect from 9th December, 2025

Salary including perquisites : up to Rs. 24,00,000/- (Rupees Twenty Five Lacs Only per annum)

The Managing Director will be occupying his own premises for his residential use and the Company will not bear 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 shall not be included in the aforesaid limits:

- (i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
- (iii) Encashment of un-availed leaves as per Rules of the Company.

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

4. Appointment of M/s. Mohit Mehta and Associates, Company Secretaries as Secretarial Auditor 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 Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. Mohit Mehta and Associates., Company Secretaries (Firm registration no: S2016DE424000), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

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

**RAJNEESH GANDHI
Managing Director
DIN- 00244906**

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

**Place: New Delhi
Date: 06.09.2025**

NOTES:

1. 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**.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts in respect of Special Business to be transacted at the AGM is annexed hereto and form part of this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2025 to 30.09.2025 (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. SEBI had mandated that effective from 1st April, 2019, securities of listed companies can only be transferred in dematerialized form. Therefore, the Company has not been accepting any request for transfer of shares in physical form w.e.f. 1st April, 2019.
6. Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes.

Members holding shares in physical mode are requested to get their holdings converted into dematerialised mode

7. Members are requested to note that SEBI vide. Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated May 16, 2023 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:
 - PAN;
 - KYC details containing address, mobile number, e-mail address, bank account details;
 - Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest.

8. In pursuance to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("IEPF rules") read with relevant circulars, the amount of dividend remaining unpaid / unclaimed for a period of seven years from the due date is required to be transferred to the credit of the Investor Education and Protection Fund ("the IEPF") established by the Central Government. Since no dividend was declared by the Company for the financial year ended 2017-18, therefore, there was no unpaid/unclaimed dividend amount lying with the Company required to be transferred to Investor Education and Protection Fund during the reporting period in terms of section 125 of the Act.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account, etc., to their DPs if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.
10. Statutory Registers and documents referred to, in the Notice and Explanatory statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. upto the date of the 42nd AGM.
11. The Company has designated an exclusive e-mail id to redress shareholders' complaints/grievances. In case you have any queries/ complaints/grievances, then please write to us at cs@abmintl.in.

12. General instructions for accessing and participating in the 42nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

I. The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 20/2020, 02/2021, 19/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 5th May, 2020, 13th January, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively, read together with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/ HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/ CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12th May, 2020, 15th January, 2021, 13th May, 2022 5th January, 2023, 7th October, 2023 and 3rd October, 2024 respectively, ("SEBI Circulars") has also granted certain relaxations with respect to AGM. In view of the above circulars, the 42nd AGM of the Company is being convened through VC/ OAVM in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company at 37 DLF, Industrial Area, Kirti Nagar, New Delhi-110015.

In terms of the said circulars, the 42nd Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is explained in the Notice and is also available at the Company's website www.abminfl.in.

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), along with various Circulars issued by the Ministry of Corporate Affairs, 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) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as 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 the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. In this regard a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative is required to be provided to the company.

VI. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 42nd AGM, inter-alia, indicating the process and manner of voting through electronic means alongwith the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/Depositories, unless any Member has requested for a physical copy of the same.

Additionally, in compliance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company shall send a letter to members whose e-mail id(s) are not registered with Company/ DP(s)/ RTA, providing the web-link, including the exact path, where the Notice and Annual Report for FY 2024-25 can be accessed.

VII. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 42nd AGM and the Annual Report for the financial

year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. Members holding shares in physical form may send scan copy of a signed request letter mentioning the name, folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs@abmintl.in or to BEETAL Financial & Computer Services Private Limited ("RTA/BEETAL") at investor@beetalfinancial.com.
- b. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses by following the process mentioned above for Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement.

However, for permanent registration of e-mail address, Members should contact their respective Depository Participants. After successful registration of the e-mail address, a copy of the Notice along with the Remote E-voting user ID and password will be sent to your registered e-mail address. In case of any queries/difficulties in registering the e-mail address or any other matter related to this Notice, Members may write to the Company at cs@abmintl.in.

- 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, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 3/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024.
- IX.** In continuation of this Ministry's General Circular No. 09/2024 dated September 19, 2024 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2025, to conduct their AGMs on or before 30.09.2025, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.
- X.** The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 23, 2025.
- XI.** Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- XII.** A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- XIII.** Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- XIV.** The Company has appointed **Mr. Alok Jain (ACS. 30369, CP No.14828)**, of **M/s. Jain Alok and Associates**, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- XV.** The Consolidated Results of remote e-voting and voting at the 42nd AGM shall be declared within two working days of the conclusion of 42nd AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.abmintl.in> and on the website of CDSL www.evotingindia.com. The same shall also be communicated to NSE, where the shares of the Company are listed.
- XVI. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
- (i) The voting period begins on 27th September, 2025 (9:00 a.m. IST) and ends on 29th September, 2025 (5:00 p.m. 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 23rd September, 2025 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsI website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsI website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

i. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- g) After entering these details appropriately, click on "SUBMIT" tab
- h) 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant **ABM International Limited**.
- k) 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.

- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) 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.
- q) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 and on approval of the accounts they would be able to cast their vote.
 - It is mandatory that 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 viz: cs@abmintl.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM ARE THROUGH VC/OAVM & E-VOTING DURING MEETING AS UNDER:-

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@abmintl.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@abmintl.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 1800 21 09911

EXPLANATORY STATEMENT IN RESPECT OF THE ITEM NO. 3 TO 4 OF NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The term of appointment of Mr. Rajneesh Gandhi Managing Director would expire on December 8, 2025.

The Board, upon recommendations of the Nomination and Remuneration Committee, at its Meeting held on 6th September, 2025, re-appointed Mr. Rajneesh Gandhi as the Managing Director, for a term of 3 (Three) years effective December 9, 2025, not liable to retire by rotation, subject to the approval of the Members of the Company.

Mr. Rajneesh Gandhi has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director.

Mr. Rajneesh Gandhi has over 35 years of rich and diversified experience in the field of export in leather garments. He is proud recipient of annual awards continuously for 5 years from 2012-13 from the Council for Leather Exports. He holds strong functional expertise in the areas of strategy, marketing, sales & general management.

Mr. Rajneesh Gandhi holds strong business acumen and has been instrumental in building high performance teams, leading organizational change and driving faster than market growth in sales, profit and productivity across the various companies he has worked with. He has an excellent track record of building megabrands via marketing & sales excellence, transforming operations and partnering with alliance partners, key stakeholders as well as diverse trade channels.

The significant terms and conditions of appointment of Mr. Rajneesh Gandhi are as under:

Term : 3 (Three) Year with effect from 9th December, 2025

Salary including perquisites : Up to Rs.24,00,000/- (Rupees Twenty Four Lakhs Only per annum)

The Managing Director will be occupying his own premises for his residential use and the Company will not bear 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 shall not be included in the aforesaid limits:

- (i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;

- (ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
- (iii) Encashment of un-availed leaves as per Rules of the Company.

In the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, he will be entitled to the above mentioned remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration.

Subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time.

He will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.

A copy of the agreement between Mr. Rajneesh Gandhi and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of this resolution. The Members may write an email to by mentioning "Request for Inspection" in the cs@abmintl.in subject of the email.

The additional details of Mr. Rajneesh Gandhi as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standards issued by the Institute of Company Secretaries of India, are set out in the Annexure-I forming part of this Notice. Mr. Rajneesh Gandhi holds 1731840 Equity Shares in the Company.

Except Mrs. Sageeta Gandhi Whole –Time Director, None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, is concerned or interested, financially or otherwise, in the Resolutions 3.

Considering the rich and diversified experience of Mr. Rajneesh Gandhi, the Board recommends the Resolution 3 for the approval of Members as Ordinary Resolutions.

The following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information:

(i) **Nature of Industry:** The Company is presently engaged in imports of various plastic raw materials, especially PVC Resin from S. Korea, Taiwan, Europe, U.S.A. and other countries. The material, thus imported, and is sold to various manufacturers of PVC Pipes, PVC profiles etc. located in various parts of India.

(ii) **Date of Commencement of commercial production:** The Company is existing Company therefore already in commercial production.

Financial Performance based on given indicators:

(Rs. In Lakhs)

	2022-2023	2023-2024	2024-2025
Revenue from operations	8537.33	9364.37	8019.32
Profit/(Loss) Before Tax	(877.24)	(459.32)	(185.94)
Profit(Loss) After Tax	(668.56)	(342.95)	(135.61)

(IV). Foreign Investments or collaborations: N.A.

II. Information about the appointee:

(1) Background details: Mr. Rajneesh Gandhi has over 35 years of rich and diversified experience in the field of export in leather garments.

(2) Past Remuneration: During his tenure as Managing Director., Mr. Rajneesh Gandhi received a salary and perks of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only per annum)

(3) Recognition or awards: He is proud recipient of annual awards continuously for 5 years from 2012-13 from the Council for Leather Exports.

(4) Job profile and his suitability:

Mr. Rajneesh 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 detailed in the Explanatory Statement.

(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 :

Mr. Rajneesh Gandhi is promoter of the Company and drawing Remuneration of Rs. 15,00,000/-per annum. Mrs. Sangeeta Gandhi, Whole-Time Director is his spouse.

III. OTHER INFORMATION

(1) Reasons for loss or inadequate profits:

A significant drop in global PVC resin prices had reduced revenue and profit margins for the Company. The Company faced losses due to increased competition from domestic producers and other international suppliers, and higher logistics and operational costs. Additionally, the removal of anti-dumping duties on Chinese imports in February 2022 might have led to increased competition from Chinese PVC resin, coupled with fluctuating exchange rates and reduced demand in key industries, further squeezed profit margins..

(2) Steps taken or proposed to be taken for improvement:

The Company has been focusing on a number of initiatives including cost management and improvement in all around efficiency and effectiveness across all parameter.

(3) Expected increase in productivity and profits in measurable terms:

Considering the policy of the Government for Plastic industry and other favorable factors as mentioned above, the various steps taken by the Company for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on trading , the Company is hopeful of further improving profitability in the years to come.

ITEM NO. 4

M/s. Mohit Mehta and Associates is a leading practicing Company Secretary peer reviewed proprietorship firm (PR No. 1944/2023) having office in Delhi, consists of Mr. Mohit Mehta (Proprietor), qualified/semi qualified Company secretaries and trainees. The said firm has over Nine years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. M/s. Mohit Mehta and Associates was appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2024 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. Mohit Mehta and Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on 6th September, 2025, approved the appointment of M/s. Mohit Mehta and Associates, as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company. M/s. Mohit Mehta and Associates have given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. Mohit Mehta and Associates have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members

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

**RAJNEESH GANDHI
Managing Director
DIN- 00244906**

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

**Place: New Delhi
Date: 06.09.2025**

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	Mrs. Sangeeta Gandhi	Mr. Rajneesh Gandhi
AGE	51 Years	55 Years
QUALIFICATIONS	Graduate	B.A. Hons.
EXPERIENCE	29 Years	35 YEARS
TERMS AND CONDITIONS OF APPOINTMENT/REAPPOINTMENT ALONG WITH DETAILS OF	The details are provided in the resolution no. 3 of Notice of 41st AGM.	The details are provided in the resolution no.3 of Notice of 42nd AGM.
REMUNERATION LAST DRAWN (2024-2025)	Rs. 12,00,000/-	Rs. 15,00,000/-
NATURE OF EXPERTISE IN SPECIFIC FUNCTIONAL	Vast experience in trade and industry	Rich and diversified experience in the field of export in leather garments
DATE OF FIRST APPOINTMENT ON TO THE BOARD	01.04.2009	09.12.2022
NO. OF SHARES HELD IN THE COMPANY AS ON 31 ST MARCH, 2025	1101120 Equity Shares	1731840 Equity Shares
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL	Spouse of Mr. Rajneesh Gandhi, Managing Director.	Spouse of Mrs. Sangeeta Gandhi, Whole Time Director.
NO. OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	Seven	Seven
DIRECTORSHIP IN OTHER COMPANIES AS ON 31 ST MARCH, 2025	Two	Two
CHAIRMANSHIP/MEMBERSHIP OF COMMITTEES OF OTHER BOARD	NIL	One

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

RAJNEESH GANDHI
Chairman and Managing Director
DIN- 00244906
Add- D-1/16, Vasant Vihar,
New Delhi-11005

Place: New Delhi
Date: 06.09.2025

BOARD'S REPORT

To
The Members,
ABM International Limited

The Directors have pleasure in presenting the 42nd Annual Report of the company together with the financial statements, for the year ended on 31st March 2025.

FINANCIAL PERFORMANCE OF THE COMPANY:

During the Financial Year 2024-2025, The Financial position of the Company is as under:

(Rs. in lakhs)

Particulars	Year ended 31 ST March, 2025	Year ended 31 ST March, 2024	Year ended 31 ST March, 2025	Year ended 31 ST March, 2024
	Standalone		Consolidated	
Turnover	8019.32	9364.37	8019.32	9364.37
Profit before depreciation	-182.89	-455.42	-185.25	-455.42
Depreciation	3.06	3.90	3.06	3.90
Net Profit after depreciation	-185.95	-459.32	-188.31	-459.32
Provision for taxation (Net)	50.33	116.37	50.33	116.37
Net Profit (Loss) for the year after tax	-135.61	-342.95	-137.97	-342.95
Share of Profit/(loss) Associates	--	--	-0.83	1.85
Surplus brought forward from previous year	-302.43	40.52	85.27	426.38
Surplus available for Appropriation	-438.04	-302.43	-53.54	85.27
Proposed Dividend	--	--	--	--
Tax on proposed dividend	--	--	--	--
Balance carried over to next year	-438.04	-302.43	-53.54	85.27

KEY HIGHLIGHTS

During the period under review, the turnover of the Company for the year 2024-2025 has decreased to Rs. 80.19 crore, as against Rs 93.64 crore in the previous year 2023-2024, resulting in a decrease of 14.36 %. The Company has incurred a loss of Rs. 1.35 Crore in the year 2024-2025, as compared to a loss of Rs. 3.43 Crore in the previous year 2023-2024.

The Earnings per share (EPS) for the year stood at Rs. -1.40, as compared to Rs -3.65 in the previous year.

PRESENTATION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

The financial statements of the Company for FY 2024-25, on a standalone and consolidated basis, have been prepared in compliance with the Companies Act, 2013 (the 'Act') applicable Accounting Standards and the Listing Regulations and amendments thereto and are disclosed in accordance with Schedule III of the Act. The consolidated financial statements incorporate the audited financial statements of the Associates of the Company.

DIVIDEND:

The Directors have not recommended any dividend for this financial year.

RESERVES:

Taking into account over all financial performances of the Company, your Directors have not transferred any amount to General Reserve Account.

STATE OF COMPANY'S AFFAIR:

The company is primarily engaged in import of plastic raw materials and has continued with this business in the current year also. Your board is hopeful that during the current year your company will do better.

CHANGE IN THE NATURE OF BUSINESS:

During the financial year under review, no changes have occurred in the nature of the Company's business.

SHIFTING OF REGISTERED OFFICE ADDRESS OF THE COMPANY

During the financial year under review, the Company changed its Registered Office from 10/60, Industrial Area, Kirti Nagar, New Delhi - 110015 to 37, DLF Industrial Area, Kirti Nagar, New Delhi - 110015 with effect from July 3, 2024.

MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE DIRECTOR REPORT:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and date of the director report of the Company to which the financial statements relates.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-2025.

SECRETARIAL STANDARD:

The Company complies with all applicable mandatory secretarial standards issued by the institute of Company Secretary of India.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report and also available on the Company website <http://www.abmintl.in>.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

As on March 31, 2025, the Company had only one Associate Company i.e. Prisha Promoters Private Limited. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statements of the Company and its Associate Company. The Company holds 49.64% equity in Prisha Promoters Private Limited, which reported a net loss of Rs -1.68 Lakh during the year ended March 31, 2025.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries', Associates' and Joint Ventures in Form AOC-1 is attached as "**Annexure A**".

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not given any loan, guarantee, or security in connection with a loan to any other body corporate or person, nor has it acquired, by way of subscription, purchase, or otherwise, any securities of any other body corporate.

DEPOSITS:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V- Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

AUDITORS AND AUDITORS' REPORT:

(1) STATUTORY AUDITORS:

The Report given by **M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration No: 302113E)**, Statutory Auditors on the financial statements of the Company for the Financial year 2024-2025 is part of Annual Report. The Notes on financial statements referred to in Auditor's Report are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report on Financial Statement for F.Y. 2024-2025.

(2) SECRETARIAL AUDITORS:

a. Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed **M/s Mohit Mehta & Associates**, Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2025. The Secretarial Audit Report is annexed as "**Annexure B**".

The Secretarial Audit Report for the financial year ended 31st March, 2025 does not contain any qualification, reservation, adverse remark or disclaimer.

Further, pursuant to provisions of Regulation 24A of SEBI Listing Regulations, a listed entity shall appoint a Practicing Company Secretary for not more than one term of 5 (five) consecutive years or a firm of Practicing Company Secretaries for not more than two terms of 5 (five) consecutive years, as a Secretarial Auditor, with the approval of the members at its AGM and such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under SEBI Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditors of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditors.

Accordingly, upon recommendation of the Audit Committee, the Board of Directors in their meeting held on 6th September, 2025 have recommended the appointment of **M/s Mohit Mehta & Associates.**, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years, commencing from Financial Year 2025- 26 till 2029-30, subject to the approval of the Members at the ensuing AGM. Your Company has received a written consent from **M/s Mohit Mehta & Associates.** that the appointment, if approved, will be in accordance with the applicable provisions of the SEBI Listing Regulations, Act and rules framed thereunder along with a confirmation that they are not disqualified to be appointed as the Secretarial Auditors of your Company.

During the year under review, the Company has complied with all the applicable mandatory Secretarial Standards as issued by the Institute of Company Secretaries of India

b. The secretarial Auditor of the company **M/s Mohit Mehta & Associates** has issued a certificate that none of Director on the Board of the Company have been Debarred or disqualified from being appointed or continuing as a directors of the Companies by the board/Ministry of Corporate Affairs or any such statutory authority.

(3) INTERNAL AUDITOR

As per section 138 of the Companies Act, 2013, the Company is required to have Internal Auditor. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment of **M/s. Pawan N. Gupta & Associates** as the Internal Auditor of the Company.

REPORTING OF FRAUD BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors has reported to the Audit Committee under section 143(12) of the Companies Act, 2013, any instance of fraud committed against the Company by its officer or employees, the details of which would need to be mentioned in the Board's Report.

SHARE CAPITAL:

The paid-up Equity Share Capital as on 31st March, 2025 was 9.408 Crores. During the year under review, the Company did not issue any shares.

The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares, and does not have any scheme to fund its employees to purchase the shares of the Company.

EXTRACT OF THE ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2024-25 is available on Company's website at <https://www.abmintl.in>.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**(A) Conservation of energy-**

- (i) The steps taken or impart on conservation of energy: N.A.
- (ii) The steps taken by the company for utilizing alternate sources of energy: N.A.
- (iii) The capital investment on energy conservation equipment: NIL

(B) Technology absorption-

- (i) The efforts made towards technology absorption: NIL.
- (ii) The benefits derived: NIL
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL
- (iv) The expenditure incurred on Research and Development: NIL

(C) Foreign exchange earnings and Outgo-

S. No.	Particulars	2024-2025	2023-2024
1.	Foreign Exchange Earning	NIL	NIL
2.	Foreign Exchange Outgo	NIL	NIL
3.	F.O.B. Value of Exports	NIL	NIL
4.	C.I.F Value of Imports	7392.53	8829.28

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more or a net profit of Rupees Five Crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year. The company was not required to spend any amount on Corporate social responsibility activities during the current and previous year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013.

- a) Mr. S. S. Rana (DIN: 02777361) completed his second consecutive term as an Independent Director of the Company and ceased to be an Independent Director of the Company from closing hours of September 25, 2024. Further, he has been appointed as a Non-Executive Non-Independent Director of the Company w.e.f. September 26, 2024, pursuant to approval granted by the shareholders in the AGM held on September 18, 2024.
- b) Mr. Karan Malik (DIN: 01404829) was inducted as Additional Director on Board on September 1, 2024. Further, his appointment was regularised in the AGM held on September 18, 2024 as Independent Director.

- c) Mr. Harvinder Singh holding (DIN: 10693751) was inducted as Additional Director on Board on September 1, 2024. Further, his appointment was regularised in the AGM held on September 18, 2024 as Independent Director
- d) Mr. Mannapra Sundaraiyer Venkateswaran (DIN: 02154519) completed his second consecutive term as an Independent Director of the Company and ceased to be Independent Directors of the Company from closing hours of September 25, 2024. The Board placed on record its appreciation for the services provided by him during his association with the Company.
- e) Mr. Kawaljit Singh (holding DIN: 02024597), resigned from the position of Non-Executive Non-Independent Director on the Board w.e.f. February 28, 2025, due to preoccupations. He has confirmed that there is no other material reason for resignation other than that mentioned in his resignation letter. The Board placed on record its appreciation for the services provided by him during his association with the Company.
- f) The Board at its meeting held on 24th August, 2024, on basis of the recommendation of the Nomination and Remuneration Committee had approved the re-appointment of Mrs. Sangeeta Gandhi (holding DIN: 00265593) as the Whole-time director with the designation as Executive director of the Company for a period of Three years with effect from 1 October 2024. The members at the 41st AGM of the Company held on 18th September 2024 had approved the said re-appointment.
- g) In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Sangeeta Gandhi (DIN: 00265593) retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for the approval of the members at the forthcoming AGM. Brief details of Mrs. Sangeeta Gandhi (DIN: 00265593) are given in the notice of AGM.
- h) As per the provisions of Sections 196, 197 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. Rajneesh Gandhi was re-appointed as Managing Director of the Company for a period of 3 years w.e.f 9th December, 2025 subject to approval in this Annual General Meeting.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are- Mr. Rajneesh Gandhi, Managing Director, Mr. Vishwanatha Mahalingam, Chief Financial Officer and Mr. Amit Kumar, Company Secretary & Compliance Officer.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS:

During the year under review, seven (7) Board meetings were held on 27th May, 2024, 1st July, 2024, 9th August, 2024, 24th August, 2024, 25th September, 2024, 11th November, 2024 and 6th February, 2025. The details of the Board meetings and attendance of the Directors are provided in the Corporate Governance Report.

BOARD EVALUATION:

In line with the requirement of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 6th February, 2025, wherein the performance of the Non-independent directors including Chairman was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and fulfillment of Director's obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee Meetings.

AUDIT COMMITTEE:

The Company being a Listed Company was required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Audit Committee is provided in the Corporate Governance Report forming part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company was required to constitute a Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013. The Composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report forming part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and as per the listing regulations, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism. The policy adopted by the company is also posted on the website of the company www.abminfl.in.

NOMINATION AND REMUNERATION COMMITTEE:

The Company being a Listed Company was required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report forming part of this report.

Remuneration of the Key Managerial Personnel and Employees of the Company is based on the performance of the company. Remuneration of the employees are revised on timely basis and based on their performances. The company generally sees the ability and review the performance of the candidate before the appointment of the Director.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2024-2025 in the prescribed format, Form AOC-2 has been enclosed with the report as **"ANNEXURE C"**.

RISK MANAGEMENT POLICY:

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves for their continuance as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees drawing remuneration in excess of the limits set out in the said Rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been enclosed with the report as **"ANNEXURE D"**.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. A separate report on Corporate Governance on its compliance is annexed to this report "**ANNEXURE E**".

DETAILS OF APPLICATION MADE FOR OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b) for the financial year ended March 31, 2025 such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the loss of the Company for the year ended March 31, 2025.
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual financial statements have been prepared on a going concern basis.
- e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT:

The Board appreciates and places on record the contribution made by the employees during the year under review. The Board also places on record their appreciation of the support and co-operation of all stakeholders particularly shareholders, bankers, financial institutions, customers, suppliers and business partners.

By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

Date: 06.09.2025
Place: New Delhi

SANGEETA GANDHI
(WHOLE-TIME DIRECTOR)
DIN:00265593

RAJNEESH GANDHI
(MANAGING DIRECTOR)
DIN: 00244906

**Statement containing salient features of the financial statement of
Subsidiaries/ Associate Companies/ Joint Ventures**

Part "A": Subsidiaries

The Company does not have any Subsidiary.

Part "B": Associates and Joint Ventures

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and
Joint Ventures Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Prisha Promoters Private Limited
1. Latest audited Balance Sheet Date	31.03.2025
2. Date On Which the Associate was associated	20.04.2004
Shares of Associate/Joint Ventures held by the company on the year end	No. 6,95,000
Amount of Investment in Associates/Joint Venture	Rs. 69,50,000/-
Extend of Holding%	49.64%
3. Description of how there is significant influence is Capital holding more than 20% of Share	ABM International Limited
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 91931000/-
6. Profit/Loss for the year	
i. Considered in Consolidation	Rs. -83395.20
ii. Not Considered in Consolidation	Rs. -84604.80

For and on behalf of the Board of Directors

For Salarpuria & Partners

Chartered Accountants
ICAI Firm Regn. No.30211E

CA. SHWETA AGIWAL
PARTNER

Membership No.89190

V. Mahalingam
CFO

Amit Kumar
Company Secretary
ACS-49659

Rajneesh Gandhi
Managing Director
DIN NO. 00244906

Sangeeta Gandhi
Whole Time Director
DIN NO. 00265593

Place - New Delhi
Date - 09.05.2025

FORM NO. MR-3**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members,

ABM INTERNATIONAL LIMITED

CIN: L51909DL1983PLC015585

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ABM INTERNATIONAL LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i). The Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - e. SEBI (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the Company during the Audit Period)**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**

(vi). The management has confirmed that other laws applicable to the Company are complied with.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2025 complied with the aforesaid laws.

We further report that:

1. The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.
4. We further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. As informed, the Company has responded appropriately to notices received from various statutory /regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For Mohit Mehta & Associates
Practicing Company Secretaries**

Date: 29.05.2025

Place: New Delhi

**Mohit Mehta
M.NO:F11824, COP: 17160
PR:1944/2023
UDIN: F011824G000482206**

Note: This report is to be read with our letter of even date which is annexed as “Annexure-A” and forms an integral part of this report.

Annexure-A

To,
The Members,
ABM INTERNATIONAL LIMITED
CIN: L51909DL1983PLC015585

The Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mohit Mehta & Associates
Practicing Company Secretary**

**Date: 29.05.2025
Place: New Delhi**

**Mohit Mehta
M.NO:F11824, COP: 17160
PR:1944/2023
UDIN: F011824G000482206**

FORM AOC 2**Related Party Transactions:**

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2:

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

1. Details of contracts or arrangements or transactions not at arm's length basis*: N.A.

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A.

*All transactions were executed in the ordinary course of business and on arms' length basis.

** For consideration and other details, refer note nos. 40 of the Standalone Financial Statements and Board's Report for FY 2024-25
By order of the Board of Directors of

ABM INTERNATIONAL LIMITED

Date: 06.09.2025
Place: New Delhi

RAJNEESH GANDHI
Managing Director
DIN-00244906

SANGEETA GANDHI
Whole Time Director
DIN-00265593

ANNEXURE – D

Disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided hereunder:

1. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Director	Ratio to median remuneration
Mr. Rajneesh Gandhi	2.35
Mrs. Sangeeta Gandhi	1.88
Mr. Premendra Ojha	--
Mr. Sureshsingh Virendranath Rana	--
Mr. Kawaljit Singh Bhatia	--
Mr. Mannapra Sundaraiyer Venkateswaran	--

Non-Executive Directors, and Independent Directors received no remuneration, except sitting fees for attending Board / Committee meetings

***The Median Remuneration of Employee is Rs. 6.36 lacs and Rs. 5.83 lacs in year 2025 and 2024 respectively.

The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year.

Particular	% increase in remuneration in the financial year
Mr. Rajneesh Gandhi (MD)	NA
Mrs. Sageeta Gandhi (WTD)	-46.50
Mr. Vishwanatha Mahalingam (CFO)	NIL
Mr. Amit Kumar (CS)	5.00
Mr. Premendra Ojha	--
Mr. Sureshsingh Virendranath Rana	--
Mr. Kawaljit Singh Bhatia	--
Mr. Mannapra Sundaraiyer Venkateswaran	--

2. **The percentage increase in the median remuneration of employees in the financial year: 9.09**
3. **The number of permanent employees on the rolls of Company: Seven**
4. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**
- There was an average increase of around 5.20 in the salaries of the employees in comparison to the last financial year. Percentile increase in the managerial remuneration is Nil.
5. **Affirmation that the remuneration is as per the remuneration policy of the Company**
- The Company affirms remuneration is as per the remuneration policy of the Company.

Information required with respect to Section 197(12) of the Companies Act, 2013 Read With Rule 5(2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

Details of Employees in terms of remuneration drawn *

Employee Name	Designation	Gross Remuneration (Lacs)	Nature of employment	Qualification	Experience (in years)	Year of commencement of employment	Age	Last employment	% of Equity Shares	Whether employee is relative of Director or Manager
Mr. Rajneesh Gandhi	Managing Director	15.00	Permanent	Graduate	34	2022	55	NA	18.4082	Spouse of Mrs. Sangeeta Gandhi WTD
Mrs. Sangeeta Gandhi	Whole Time Director	12.00	Permanent	Graduate	29	1996	51	NA	11.7041	Spouse of Mr. Rajneesh Gandhi MD
Mr. Sushil Gambhir	Manager (Accounts)	6.69	Permanent	Graduate	24	2006	45	NA	NIL	NIL
Mr. Sita Ram Saran	General Manager	6.75	Permanent	Graduate	29	2002	52	NA	NIL	NIL
Mr. V. Mahalingam	Chief Financial Officer	2.63	Permanent	Graduate	57	1985	74	NA	NIL	NIL
Mr. Amit Kumar	Company Secretary	5.06	Permanent	CS	9	2020	40	NA	NIL	NIL
Ms. Anju Gupta	Manager (Operations)	6.03	Permanent	B.com, M.B.A, (Finance)	11	2019	37	NA	NIL	NIL

By order of the Board of Directors of ABM INTERNATIONAL LIMITED

Date : 06.09.2025
Place : New Delhi

Rajneesh Gandhi
Managing Director
DIN - 00244906

Sangeeta Gandhi
Whole Time Director
DIN-00265593

ANNEXURE 'E' TO DIRECTOR REPORT

Report on Corporate Governance

1. **Philosophy on code of Corporate Governance:**

The Fundamental object of Corporate Governance is the enhancement of Shareholder value, keeping in view the interest of other stakeholders. It refers to a blend of law, regulations and voluntary practices, which enable the company to harness financial and human capital, perform efficiently and expediently, and thereby perpetuate it into generating long term association and economic value for its Shareholders, while respecting interests of other stakeholders and the society at large.

It aims to align interests of the company with its Shareholders and other key stakeholders. The principal Characteristics of Corporate Governance are-Transparency, Independence, Accountability, Responsibility, Social Responsibility.

To sum, Corporate Governance focuses on equitable treatment of all shareholders and reinforces that it is "Your Company" as it belongs to you, the Shareholders.

The Chairman and Board of Directors are your fiduciaries and trustees pushing the business towards maximizing value for its shareholders.

2. **Board of Directors**

i. The Board of Directors comprises of Six Directors. The Composition of Board of Directors is as under:-

Category	No. of Directors
Executive Director(including a women director)	2
Independent Director	3
Non-Executive Director	1
Total	6

ii. None of the directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2025 have been made by the directors.

iii. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act").

iv. During the year 2024-2025, the board met 7 (Seven) times (as against the minimum requirement of four meetings) on the following dates, namely:-

27th May, 2024, 1st July, 2024, 9th August, 2024, 24th August, 2024, 25th September, 2024, 11th November, 2024 and 6th February, 2025.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the last Annual General Meeting are given below:

Sl. No.	Name	Category Membership	Attendance Particulars		Number of Directorships		Number of committee positions held in other public companies	
			Board Meeting	Last AGM	In all other companies	Excl. Pvt.Ltd., *Foreign & Sec. 8 companies	Chairman	Member
01.	Mr. Rajneesh Gandhi DIN: 00244906	Executive Director, MD, Chairperson related to Promoter	7	YES	4	NIL	NIL	NIL
02.	Mrs. Sangeeta Gandhi DIN: 00265593	Executive Director, WTD	7	YES	4	NIL	NIL	NIL
03.	Mr. Kawaljit Singh Bhatia* DIN: 02024597	Non-Executive Director	1	NO	NIL	NIL	NIL	NIL
04.	Mr. Mannapra Sundaraiyer Venkateswaran** DIN: 02154519	Non-Executive Independent Director	5	YES	NIL	NIL	NIL	NIL
05.	Mr. Sureshsingh Virendranath Rana* DIN: 02777361	Non-Executive Director	7	YES	NIL	NIL	NIL	NIL
06.	Mr. Premendra Ojha DIN: 02810137	Non-Executive Independent Director	7	YES	NIL	NIL	NIL	NIL
07.	Mr. Karan Malik*** DIN: 01404829	Non-Executive Independent Director	3	NO	4	NIL	NIL	NIL
08.	Mr. Harvinder Singh*** DIN: 10693751	Non-Executive Independent Director	3	YES	NIL	NIL	NIL	NIL

- Mr. Kawaljit Singh (holding DIN: 02024597), resigned from the position of Non-Executive Non-Independent Director on the Board w.e.f. February 28, 2025, due to preoccupations. He has confirmed that there is no other material reason for resignation other than that mentioned in his resignation letter. The Board placed on record its appreciation for the services provided by him during his association with the Company.

*Mr. S. S. Rana (DIN: 02777361) completed his second consecutive term as an Independent Director of the Company and ceased to be an Independent Director of the Company from closing hours of September 25, 2024. Further, he has been appointed as a Non-Executive Non-Independent Director of the Company w.e.f. September 26, 2024, pursuant to approval granted by the shareholders in the AGM held on September 18, 2024.

***Mr. Karan Malik (DIN: 01404829) was inducted as Additional Director on Board on September 1, 2024. Further, his appointment was regularised in the AGM held on September 18, 2024 as Independent Director.

***Mr. Harvinder Singh holding (DIN: 10693751) was inducted as Additional Director on Board on September 1, 2024. Further, his appointment was regularised in the AGM held on September 18, 2024 as Independent Director.

Mr. Mannapra Sundaraiyer Venkateswaran (DIN: 02154519) completed his second consecutive term as an Independent Director of the Company and ceased to be Independent Directors of the Company from closing hours of September 25, 2024. The Board placed on record its appreciation for the services provided by him during his association with the Company.

The Board at its meeting held on 24th August, 2024, on basis of the recommendation of the Nomination and Remuneration Committee had approved the re-appointment of Mrs. Sangeeta Gandhi(holding DIN: 00265593) as the Whole-time director with the designation as Executive director of the Company for a period of Three years with effect from 1 October 2024. The members at the 41st AGM of the Company held on 18th September 2024 had approved the said re-appointment.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Sangeeta Gandhi (DIN: 00265593)) retires by rotation at the forthcoming AGM and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for the approval of the members at the forthcoming AGM.

As per the provisions of Sections 196, 197 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. Rajneesh Gandhi was re-appointed as Managing Director of the Company for a period of 3 years w.e.f 9th December, 2025 subject to approval in this Annual General Meeting.

3. **Audit Committee**

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. All the recommendations made by the Audit Committee were accepted by the Board.

The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause
(c) of sub-section 3 of section 134 of the Act
- a) Changes, if any, in accounting policies and practices and reasons for the same
 - b) Major accounting entries involving estimates based on the exercise of judgment by management
 - c) Significant adjustments made in the financial statements arising out of audit findings
 - d) Compliance with listing and other legal requirements relating to financial statements
 - e) Disclosure of any related party transactions
 - f) Modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- To review the functioning of Whistle Blower mechanism.
- Approval of appointment of CFO;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
To mandatorily review the following information:
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor.

The composition of the audit committee as at 31st March, 2025 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2024-2025	
		Held	Attended
Mr. Premendra Ojha* (Chairman)	Non-Executive Independent Director	6	6
Mr. Karan Malik (Member)	Non-Executive Independent Director	2	2
Mr. Harvind Singh (Member)	Non-Executive Independent Director	2	2
Mr. Sureshsingh Virendranath Rana (Member)	Non-Executive Independent Director	4	4
Mr. Mannapra Sundaraiyer Venkateswaran (Chairman)*	Non-Executive Independent Director	4	4

*Mr. Mannapra Sundaraiyer Venkateswaran completed his second consecutive term as an Independent Director and consequently ceased to be Independent Directors of the Company as well as the Chairman of Audit Committee, with effect from the close of business hours on September 25, 2024. Subsequently, Mr. Premendra Ojha was appointed as the Chairman of the Audit Committee.

During the financial year 2023-2024, meetings of the Audit Committee were held 6 times i.e. on **27th May, 2024, 1st July, 2024, 9th August, 2024, 24th August, 2024, 11th November, 2024 and 6th February, 2025.**

The Board has considered all recommendations of the Audit Committee as and when provided during the year under review and hence, do not call for any disclosure under Section 177(8) of the Companies Act, 2013.

• **Nomination and Remuneration Committee**

The broad terms of reference of the Nomination and Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment

and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report. The composition of the Nomination and Remuneration Committee as at 31st March, 2025 and the details of meetings attended by its members are given below:

Name	Category	No. of Meetings during the Financial Year 2024-2025	
		Held	Attended
Mr. Mannapra Sundaraiyer Venkateswaran* (Chairman)	Non-Executive Independent Director	3	3
Mr. Sureshsingh Virendranath Rana (Member)**	Non-Executive Independent Director	3	3
Mr. Premendra Ojha* (Chairman)	Non-Executive Independent Director	3	3
Mr. Karan Malik (Member)	Non-Executive Independent Director	--	--
Mr. Harvind Singh (Member)	Non-Executive Independent Director	--	--

* Mr. Mannapra Sundaraiyer Venkateswaran completed his second consecutive term as an Independent Director and consequently ceased to be Independent Director of the Company as well as the Chairman of the Nomination and Remuneration Committee, with effect from the close of business hours on September 25, 2024. Subsequently, Mr. Premendra Ojha was appointed as the Chairman of the Nomination and Remuneration Committee.

**Mr. Sureshsingh Virendranath Rana completed his second consecutive term as an Independent Director and consequently ceased to be a member of the Nomination and Remuneration Committee with effect from close of business hours on September 25, 2024.

During the financial year 2024-2025, three meeting of the Committee was held i.e. 27th May, 2024, 9th August, 2024 24th August, 2024. The Details of remuneration paid to Executive Directors are given below:

Particulars	Mr. Rajneesh Gandhi (Managing Director)	Mrs. Sangeeta Gandhi (Executive Director)WTD
Salary and Allowance	Rs.15,00,000	Rs. 12,00,000
Contribution to Superannuation Fund(Rs.)	NIL	NIL
Bonus and performance linked Incentive (Rs.)	NIL	NIL

The Details of remuneration paid to Non-Executive Director and number of Shares held are given below.

S.No	Name	Commission Payable(Rs.)	Sitting Fees	Shares held
1	Mr. Mannapra Sundaraiyer Venkateswaran	-	Rs. 7000	-
2	Mr. Sureshsingh Virendranath Rana	-	Rs. 7000	-
3	Mr. Kawaljit Singh Bhatia	-	Rs. 1000	-
4.	Mr. Premendra Ojha	-	Rs. 7000	-
5.	Mr. Karan Malik	-	Rs. 3000	-
6.	Mr. Harvinder Singh	-	Rs.3000	-

5. Stakeholders Relationship Committee

During the financial year 2024-2025, meetings of the Stakeholder Relationship Committee were held on **27th May, 2024, 9th August, 2024, 11th November, 2024 and 6th February, 2025.**

The working of the Stakeholders Relationship Committee of your Company and its composition and other details are given

Name	Category	No. of Meetings during the Financial Year 2024-2025	
		Held	Attended
Mr. Sureshsingh Virendranath Rana (Chairman)*	Non-Executive, Independent Director	4	3
Mr. Mannapra Sundaraiyer Venkateswaran(Member)	Non-Executive, Independent Director	4	3
Mr. Harvinder Singh (Chairman)*	Non-Executive, Independent Director	2	2
Mr.Premendra Ojha (Member)	Non-Executive Independent Director	4	4
Mr. Rajneesh Gandhi (Member)	Executive Director	4	4
Mr. Karan Malik (Member)	Non-Executive Independent Director	2	2

Mr. Sureshsingh Virendranath Rana completed his second consecutive term as an Independent Director and ceased to be chairman of the Stakeholders Relationship Committee with effect from close of business hours on September 25, 2024. Subsequently, Mr. Harvinder Singh was appointed as the Chairman of the Committee.

i)Details of investor complaints received and redressed during the year 2024-2025 are as follows:

Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL

ii) Independent Directors' Meeting

During the year under review, one meeting of Independent Directors was held on 6th February, 2025 and independent Directors reviewed the all the matters as per schedule IV of the Companies Act, 2013.

All the Independent Directors were present at the meeting.

6. General Body Meeting

Detail of location, time and date of last three AGMs are given below:-

Financial year	Date	Time	Place
2021-2022	06.08.2022	02:00 PM	through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
2022-2023	16.09.2023	02:00 PM	through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
2023-2024	18.09.2024	02.30 PM	through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Special Resolutions passed at the last 3 (three) AGMs:

Financial year	Items
2021-2022	—.
2022-2023	—
2023-2024	To approve appointment of Mr. Harvinder Singh (DIN: 10693751) as an Independent Director of the Company. To approve appointment of Mr. Karan Malik (DIN: 01404829) as an Independent Director of the Company. To approve re-appointment of Mrs. Sangeeta Gandhi (DIN: 00265593) as Whole Time Director.

7. Disclosures

i. Related Party transactions

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link **www.abmintl.in**.

ii. Details of non-compliance by the Company, penalties, structures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2022-2023, 2023-2024 and 2024-2025 respectively: **NIL**

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has also been put up on the website of the Company at the following link [http:// www.abmintl.in](http://www.abmintl.in)

iv. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

v. Code of Conduct

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a Certificate by the Managing Director in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Postal Ballot:

During the year 2024-25, No resolutions were passed by the Company through Postal Ballot

9. Means of communication:

The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India which include Financial Express (English) and Jansatta (Hindi). The results are also displayed on the Company's website "www.abmintl.in". The company is also providing regular information to the Stock Exchanges as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A management discussion and analysis report is a part of the Company's annual report.

10. GENERAL SHAREHOLDER INFORMATION

10.1 Annual General Meeting

Date and Time

Tuesday, 30TH September, 2025 at 1.00 P.M.

Venue

Being convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (Deemed venue for AGM shall be the Registered office i.e. 37 DLF, Industrial Area, Kirti Nagar, New Delhi-110015.

Time

1:00 P.M.

10.2 Financial Calendar (2025-2026) Annual General Meeting For the next year ending,

31st March, 2026 before 30th September 2026

10.3 Book Closure date

24.09.2025 to 30.09.2025

10.4	Dividend Payment date	N.A.
10.5	Listing of Equity Shares on Stock Exchange at	NSE
10.6	Stock Code	
	(i) ISIN Numbers	Equity Shares INE251C01025
10.7	Registrar and Share Transfer Agent	Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex) Near Dada Harukh Das Mandir, New Delhi-110062 Phone No. (011) 29961281

10.8 Share Transfer Systems:

Share transfers are presently registered within a maximum period of fifteen days from the date of receipt provided the documents are complete in all respects. Board of Directors has authorized Registrar to approve all share transfers. The requirement of issuing option letter does not exist anymore. The Registrar on receipt of Share transfer request, after confirming all details transfer the shares as per law and directly dispatches the same to the transferee.

10.9. Categories of equity shareholders as on March 31, 2025:

Category	No. of Shares	% of Shares
Promoter's Holding (including foreign Promoters if any)	70,27,392	74.69
Non Promoter's Holding	23,80,608	25.31
TOTAL	94,08,000	100.00

10.9. Distribution of Shareholding as on March 31, 2025

No of Equity Shares Held	No of shareholder	% of shareholder	Number of Shares	% of Shareholding
1-500	1681	91.71	73575	0.78
501-1000	38	2.07	28093	0.30
1001-2000	52	2.84	91279	0.97
2001-3000	5	0.27	13720	0.15
3001-4000	30	1.64	114152	1.21
4001-5000	3	0.16	12525	0.13
5001-10000	11	0.6	73920	0.79
10001 and above	13	0.71	9000736	95.67
Total	1833	100.00	9408000	100.00

10.11 Unclaimed Dividend

In accordance with provisions of Section 124 and Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, The Companies Shall transfer the dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the investor Education and protection Fund (IEPF). Further, the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to the IEPF. Once the unclaimed dividends/shares are transferred to the IEPF, Members will not able to claim the same from the Company. However, pursuant to the aforesaid provision, the member can claim their unclaimed dividends/shares transferred to IEPF, by making an online application to the IEPF Authority through Form IEPF-5 available on the website of the Authority www.iepf.gov.in.

10.12 Transfers to Investor Education and Protection Fund

Since no dividend was declared by the Company for the financial year ended 2017-18, therefore, there was no unpaid/unclaimed dividend amount lying with the Company required to be transferred to Investor Education and Protection Fund during the reporting period in terms of section 125 of the Act..

10.13 Market price data: High, low (based on daily closing prices) and number of equity shares traded during each month in the year 2024-2025 on NSE

Month	High	Low
April, 2024	55.77	42.93
May, 2024	71.95	61.05
June, 2024	80.75	60.25
July, 2024	71.09	55.50
August, 2024	74.50	57.10
September, 2024	60.76	55.41
October, 2024	110.62	52.00
November, 2024	95.08	63.05
December, 2024	75.89	56.80
January, 2025	72.70	58.90
February, 2025	70.10	46.55
March, 2025	54.00	40.93

10.14 Top ten equity shareholders of the Company as on March 31, 2025

S. No.	Name of the shareholder	No. of Shares held	Percentage of shares held
1.	Yash Gupta	403200	4.2857
2.	Abhinav Gupta	384000	4.0816
3.	Parul Bellani	374400	3.9796
4.	Mukesh Bellani	374400	3.9796
5.	International Securities Limited	153600	1.6327
6.	Investor Education and Protection Fund Authority	124384	1.1367
7.	M/S. J.P. RALLI & SONS	9600	0.1020
8.	Dinesh Kumar Gaind	7680	0.08
9.	Joginder Paul Ralli	7680	0.08
10.	Vasanti Navin Shah	5880	0.06

10.15 Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form. Equity shares of the Company representing 96.78 % of the Company's equity share capital are dematerialised as on March 31, 2025. The Company's equity shares are regularly traded on NSE IN dematerialised form. Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is **INE251C01025**.

10.16 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2025, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

10.17 Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part is given below:**Rs.**

Audit Fees	88500
Tax Audit Fees	45000
Others	32500
Reimbursement of expenses	Nil
Total	196000

10.18 Address for Correspondence:

Share Transfer and Demat Beetal Financial & Computer Services (P) Ltd
 Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex) Near Dada Harukh Das Mandir,
 New Delhi-110062
 Phone No. (011) 29961281

Note: Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants. Any query on Annual Report:

Secretarial Department
ABM INTERNATIONAL LIMITED.
37 DLF, INDUSTRIAL AREA,
KIRTI NAGAR,
NEW DELHI-110015
By order of the Board of Directors of
ABM INTERNATIONAL LIMITED

Date : 06.09.2025
Place : New Delhi

RAJNEESH Gandhi
Managing Director
DIN -00244906

Sangeeta Gandhi
Whole Time Director
DIN-00265593

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2025.

CEO/CFO CERTIFICATION

a) We have reviewed the Financial Statements and Cash Flow Statement for the year ended 31st March, 2025 and to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in
- iii. internal control over financial reporting during compliance with existing Accounting Standards, applicable Laws and Regulations.

- b) We are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2025 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee
 - (1) That there was no significant changes in the year;
 - (2) That there was no significant changes in accounting policies during the year; and
 - (3) That there was no instances of significant fraud of which we have become aware.

Date: _____ Managing Director _____ Chief Financial Officer _____

MANAGEMENT DISCUSSION AND ANALYSIS
(As per Regulation 34 of the SEBI Listing Regulations)

INDUSTRY STRUCTURE AND DEVELOPMENT:

The company is primarily engaged in import of plastic raw materials and has continued with this business in the current year also.

OPPORTUNITIES AND THREATS:

The petrochemical industry is seeing increased growth despite volatile conditions in several sectors and volatile crude oil prices and global economic uncertainties.

The fluctuating market conditions – both international and domestic — coupled with erratic foreign exchange scenario has great impact on the company's business.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The company is presently importing PVC Resin regularly and closely watching both international prices and domestic market demands. The company has also to keep an eye on the indigenous manufacturer's production and demand supply gap in view of the increased demand for this product.

OUTLOOK

The outlook for imports of plastic raw material continues to be bright inspite of stiff competition from other importers as the material is freely importable as per the government's policy. There is a consistent demand for a careful analysis of day-to-day monitoring both in terms of domestic demand of the raw material and its domestic selling price which has to be compared with supplies and rates.

RISK AND CONCERNS:

Careful study of foreign exchange market fluctuations are necessary on a daily basis and to this end, the company is subscribing to a leading foreign exchange experts and receives their inputs on a daily basis.

The company is also subscribing to a leading plastic/polymer industry website and receives daily alerts/emails/news in this regard. All these activities are directly supervised by the management on a daily basis.

The outlook for the company's business is very bright as the domestic demand for the plastic raw material is very high compared indigenous manufacturer's production and supplies. The plastic industry is dependent on imports to meet its demand and as long as the demand-supply gap is maintained, there is very good scope for the company's future business.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has in place adequate internal control systems, commensurate with its size and nature of operations and compliances so as to ensure smoothness of operations and compliance with applicable legislation. The Company has well defined system of management reporting and periodic review of businesses to ensure timely decision making. It has an internal audit team with professionally qualified financial personnel, which conducts periodic audits of all businesses to maintain a proper system to checks and control.

All assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system.

The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

FINANCIAL PERFORMANCE:

The financial statements have been prepared in the true and fair view of the state of affairs of the company, complying with the Accounting Standards notified under section 133 of the Companies Act, 2013 and are in the form as provided in Schedule III.

The Financial and Operational Performance of the company is as provided below:-.

PARTICULARS	CURRENT YEAR 2024-2025	PREVIOUS YEAR 2023-2024
Turnover	8019.32	9364.37
Profit before depreciation	-182.89	-455.42
Depreciation	3.06	3.90
Net Profit after depreciation	-185.95	-459.32
Provision for taxation (Net)	50.33	116.37
Net Profit(Loss) for the year after tax	-135.61	-342.95
Surplus brought forward from previous year	-302.43	40.52
Surplus available for Appropriation		-302.43
Proposed Dividend	--	--
Tax on proposed dividend	--	--
Balance carried over to next year	-438.04	-302.43

The Consolidated Financial and Operational Performance of the company with its Associate are as provided below:-

Turnover	8019.32	9364.37
Profit before depreciation	-185.25	-455.42
Depreciation	3.06	3.90
Net Profit after depreciation	-188.31	-459.32
Provision for taxation (Net)	50.33	116.37
Net Profit(Loss) for the year after tax	-137.97	-342.95
Add: Share of profit/(loss) in Associates	-0.83	1.85
Surplus brought forward from previous year	85.27	426.38
Surplus available for Appropriation	-53.54	85.27
Proposed Dividend	--	--
Tax on proposed dividend	--	--
Utilised for issue of Bonus Shares	--	--
Balance carried over to next year	-53.54	85.27

HUMAN RESOURCE DEVELOPMENT:

The company has focus to retain its manpower by providing good working conditions thereby reduce turnover ratio.

Significant Financial Ratio

S.NO.	Particulars	Ratio
1.	Current Ratio	119.99
2.	Debt- Equity Ratio	NA
3.	Debt Service Coverage Ratio	NA
4.	Return on Equity	-14.04
5.	Inventory Turnover Ratio	8.18
6.	Trade Receivables Turnover Ratio	19.05
7.	Trade Payable Turnover Ratio	7.16
8.	Net Capital Turnover Ratio	17.27
9.	Net Profit Ratio	-1.69
10.	Return on Capital Employed	-16.68
11.	Return on Investment	NA
CONSOLIDATED		
1.	Current Ratio	119.99
2.	Debt- Equity Ratio	NA
3.	Debt Service Coverage Ratio	NA
4.	Return on Equity	-14.04
5.	Inventory Turnover Ratio	8.18
6.	Trade Receivables Turnover Ratio	19.05
7.	Trade Payable Turnover Ratio	7.16
8.	Net Capital Turnover Ratio	17.27
9.	Net Profit Ratio	-1.69
10.	Return on Capital Employed	-16.68
11.	Return on Investment	NA

Disclosure of Accounting Treatment:

In preparation of the financial statements, the applicable provisions of Companies Act, 2013, Indian Accounting Standards and other applicable Laws have been strictly adhere to. The Financial Statements of the Company along with the notes are further discussed in this Report

Rajneesh Gandhi
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

ABM INTERNATIONAL LIMITED

37 DLF, Industrial Area,

Kirti Nagar New Delhi -110015

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s ABM INTERNATIONAL LIMITED having CIN L51909DL1983PLC015585 and having registered office at 37 DLF, Industrial Area, Kirti Nagar New Delhi -110015 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, **I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such authority.

DIN	Name	Begin date
00244906	Rajneesh Gandhi	09/12/2022
00265593	Sangeeta Gandhi	01/04/2009
01404829	Karan Malik	01/09/2024
10693751	Harvinder Singh	01/09/2024
02777361	Sureshsingh Virendranath Rana	05/07/2014
02810137	Premendra Ojha	11/08/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mohit Mehta & Associates
Practicing Company Secretary

Mohit Mehta
M.NO:F11824,

COP: 17160
PR:1944/2022

Date : 20.05.2025

Place: New Delhi

UDIN-F011824G000388299