

ABM INTERNATIONAL LIMITED

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

PHONES: 011-25927878, 25927699, 41426055

E-mail: abmintl@vsnl.com

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

NSE TRADING SYMBOL - ABMINTLTD

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, and Rules made thereunder)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, the resolutions appended below for

- a) Increase in Authorised Share Capital and consequent Alteration of Memorandum of Association of the Company, and,
 - b) Issue of Bonus Shares,
- are proposed to be passed by the members through Postal Ballot/ Electronic Voting (e-voting).

ABM International Limited (the "Company") proposes to issue bonus shares on the terms and conditions set out in the resolution by capitalising of its free reserves. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, pertaining to the aforesaid Resolutions setting out the material facts concerning each resolution and the reasons thereof, is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company at its Meeting held on January 23, 2017 has appointed Mr. Rupinder Singh Bhatia, Practising Company Secretary, (C.P. No. 2514), as the Scrutinizer for conducting the postal ballot and e-voting process thereto in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent (for) or dissent (against) therein and return the same duly completed in all respects in the enclosed self - addressed postage pre-paid business reply envelop not later than 05.00 P.M. on March 2, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent by courier or by registered post/ speed post at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the self addressed pre-paid business reply envelop. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section '**Voting through electronic means**' in this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) will be announced by the Chairman of the Company on Friday, March 3, 2017 at 01.00 P.M. at the registered office of the Company and displayed on the Notice Board of the Company and be communicated to the Stock Exchange on which the Equity Shares of the Company are listed, CDSL, Registrar and Share Transfer Agent.

The results, along with Scrutinizer's Report, will also be displayed on the website of the Company i.e. www.abmintl.in for the information of the members.

SPECIAL BUSINESS

ITEM NO. 1 – INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in Force) and in accordance with the provisions of the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lac) Equity Shares of Rs. 10 (Rupees Ten only) each which shall rank pari-passu in all respect with the existing equity shares of the

Company and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following new clause V:

“V. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1, 20, 00, 000 (One Crore Twenty Lac) Equity Shares of Rs. 10 (Rupees Ten only) each.”

ITEM NO. 2 – ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

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

“**RESOLVED THAT** pursuant to Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in Force), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, other applicable statutes and Article 137 of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be specified while according such approvals with the Board of Directors and subject further to such terms, conditions, alterations, modifications, changes and variations, the consent of the members of the Company be and is hereby accorded to capitalize upto Rs. 9,80,00,000 (Rupees Nine Crore Eighty Lakh Only) out of the Company’s “Free Reserves and Surplus” transferred to share capital account towards issue and allotment of equity shares not exceeding 98,00,000 (Ninety Eight Lakh) equity shares of Rs. 10/- each, as Bonus Shares credited as fully paid – up, to the members of company holding equity shares, whose name stand in the Register of Members of the Company (whether in physical or in Demat Form) as on the Record Date, to be fixed by the Board of Directors in this regard, in the proportion of 5:1 (five shares for every one share held) new fully paid-up equity shares of Rs. 10/- each for every 1 equity share of Rs. 10/- each, held as on the Record Date, to be fixed by the Board of Directors in this regard and that the Bonus Shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such members/person and not as income and that the said Equity Capital be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The new Equity Shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.
- (b) No letter of Allotment shall be issued for the Bonus Shares as allotment will be made in Demat Form as per requirements laid down by SEBI. However, share certificate(s) in respect thereof shall be delivered within the prescribed time limit as per Companies Act, 2013 and SEBI (listing obligations and disclosure requirements) regulations, 2015, to those shareholders who hold shares in physical form.
- (c) Fractions, if any, will be dealt as per the advice of National Stock Exchange of India Limited in compliance with the requirement of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015.
- (d) The issue and allotment of fully paid-up new Equity shares as bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto.”

Place: New Delhi

Date: 23.01.2017

By Order of the Board
ABM International Limited

Puneeta Ahuja
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/ Records of Depository as on the close of working hours on January 20, 2017 i.e. "the cut-off date". The Postal Ballot notice is being sent to the members in electronic form to the E-mail addresses registered with their depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case physical shareholding). For members whose e-mail Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. The members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members casts their vote through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case members wish to obtain a printed Postal Ballot Form or a Duplicate, they may request to the Company's Registrar and Share Transfer Agent viz., Beetal Financial and Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, (Behind Local Shopping Complex), Near Dada Harsukh Das Mandir, New Delhi -110062 or may send an e-mail to abmintl@vsnl.com by mentioning their folio/DP Id No. The Registrar and Share Transfer Agent or Company shall forward the same along with postage - prepaid self- addressed Business Reply Envelope to the Member.
8. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
9. A Member cannot exercise his/her vote by proxy on postal ballot.
10. In case of joint-holding, the Postal Ballot Form must be completed and signed as per the Specimen Signature registered with the Company by the first named member and in his/her absence, by the next named member.
11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested to notify change in address and email id if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio numbers.
13. Voting rights shall be reckoned in proportion to a member's share of voting rights on the paid-up value of shares registered in the name of the members as on January 20, 2017. The postal Ballot period commences on February 1, 2017 (9.00 A.M.) and ends on March 2, 2017 (05.00P.M.).
14. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent (for) or dissent (against) therein and return the same duly completed in all respects in the enclosed self - addressed postage pre-paid business reply envelop not later than 05.00 P.M., March 2, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent by courier or by registered post/ speed post at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the self addressed pre-paid business reply envelop. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.
15. In Compliance with Section 108 and 110 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the remote e-voting service facility arranged by Central Depository Services Limited. Members desiring to exercise their vote by using E-voting facility should carefully follow the instructions for E-voting as given below.

The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (CP No. 2514), as scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

16. All the material documents referred to in the Postal Ballot Notice and the Explanatory Statement as annexed thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting.
17. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to Ms. Puneeta Ahuja, Company Secretary of the Company, at ABM International Limited, 10/60, Industrial Area, Kirti Nagar, New Delhi 110015 or by sending an e-mail at abmintl@vsnl.com

18. VOTING THROUGH ELECTRONIC MEANS

In accordance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the business may be transacted through electronic voting system and the Company is providing facility for remote e-voting by electronic means ("Remote e-voting") to its Members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to enable the members to cast their vote in a secured manner.

The instructions for Remote e-voting are as follows:

- (i) The voting period begins on Wednesday, February 1, 2017 (09.00 A.M.) and ends on Thursday, March 2, 2017 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. In case Members cast their vote by postal ballot and e-voting, then votes cast through e-voting shall prevail and votes cast by Postal Ballot Forms will be treated as invalid.
- (iii) Sequence No. has been printed on the sticker of address on the envelope.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user, follow the steps given below:

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

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN (EVSN No. 170124001) for ABM International Limited to vote.
- (xiv) 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 your dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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.
 - 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.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxiii) Members can cast their vote online during the following voting period.
- Commencement of Remote e-voting:
From: February 1, 2017 (09.00 A.M.)
- End of Remote e-voting:
Upto March 2, 2017 (5.00 P.M.)
- E-voting shall not be allowed beyond 5.00 p.m. of March 2, 2017.
- During the e-voting period, shareholders of the Company holding shares as on the record date may cast their vote electronically.

In case of any queries or issues regarding e-voting, shareholders may contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001, email id - helpdesk.evoting@cdslindia.com, Contact No. - 18002005533 to address their grievances connected with the remote e-voting.

19. The Scrutinizer after his scrutiny will submit his report to the Chairman of the Company and the results of voting along with the report of the Scrutinizer shall be declared on Friday, March 3, 2017 at 01.00 P.M. at the registered office of the Company by displaying it on the Notice Board of the Company and on the website of the Company at www.abmintl.in. Copy of the results shall be forwarded to the NSE for putting on their web site.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of the company has recommended a Bonus Issue of equity Shares in the ratio of five 5:1 that is five shares for every one share held for which members approval is being obtained by a separate resolution through this Postal Ballot. Consequent to the approval of the members, the Company would be issuing Bonus Shares to its existing shareholders. In order to implement this it is required to increase the Authorised Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each to Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lac) equity shares of Rs. 10 (Rupees Ten only) each.

The Board recommends the Resolution for approval of the shareholders by means of Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 this Notice except to the extent of their shareholding in the Company.

ITEM NO. 2

With a view to bring Share Capital to a level commensurate with the total capital employed in the Company, your directors have proposed that sums not exceeding Rs.9,80,00,000/- be drawn from "Reserves and Surplus" of the Company and capitalised and transferred to share capital account towards issue and allotment of equity shares not exceeding 98,00,000 equity shares of Rs. 10 only each as Bonus Shares, credited as fully paid – up, to the members of company holding equity shares, whose name stand in the register of members of the Company (whether in physical or in Demat Form) as on the Record Date, to be fixed by the Board of Directors in this regard. The Bonus Shares will be issued in the proportion of 5:1 (five shares for every one share held) new fully paid-up equity shares of Rs. 10 shares held as on the Record Date, to be fixed by the Board of Directors in this regard. The said Bonus Shares shall rank pari-passu with the existing fully paid Equity Shares and shall be entitled to dividend, if any, declared for the financial year ended on March 31, 2017. Fractions, if any, will be dealt as per the advice of National Stock Exchange of India Limited in compliance with the requirement of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015.

No letter of Allotment shall be issued with respect to additional equity shares but dispatch of share certificates to shareholders who hold their equity shares in physical form will be completed thereof within the prescribed time limit as per Companies Act, 2013 and SEBI (listing obligations and disclosure requirements) regulations, 2015 and that the Bonus Shares will be credited to the Demat Account of the allottees who are holding the existing equity shares in electronic form.

The issue of bonus shares to those members who are non residents will be subject to the permission of the Reserve Bank of India under the Foreign Exchange Management Act, 1999. If necessary application will be submitted by the Company to the Reserve Bank of India in due course.

The Board recommends the Resolution for approval of the shareholders by means of Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2 this Notice except to the extent of their shareholding in the Company and to the extent bonus shares which may be allotted to them their relatives and corporate bodies in which they are interested.

All the material documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting and copies thereof shall also be made available for inspection in physical form at the registered office of the Company.

Place: New Delhi

Date: 23.01.2017

**By Order of the Board
ABM International Limited**

**Puneeta Ahuja
Company Secretary**

ABM INTERNATIONAL LIMITED

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

CIN NO. : L51909DL1983PLC015585, PHONE: 011-41426055

E-mail: abmintl@vsnl.com, Website: www.abmintl.in

Sequence No. :

Ballot Sr. No.....

POSTAL BALLOT FORM

1.	Name(s) & Registered Address of the Sole / First Named Member (s)	
2.	Name(s) of the Joint Holders(s), If Any	
3.	Registered Address of the Sole/First named Shareholder	
4.	Registered Folio No./DP ID No./Client ID No* (* Applicable to investors holding shares in dematerialized form)	
5.	Number of Equity Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice dated January 23, 2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Brief Description of the Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company	Ordinary Resolution			
Issue of Bonus Shares by way of Capitalisation of Free Reserves	Ordinary Resolution			

Place :

Date:

Signature of the Member / Power of Attorney Holder / Authorised Representative

Note : Please read carefully the instructions printed overleaf before completing this Form.

INSTRUCTIONS

A. General Information

Electronic Voting	User ID	Password
Sequence Number (EVSN)		

1. Electronic Voting Particulars
Members can cast their vote online during the following voting period.
Commencement of remote e-voting:
From: February 1, 2017 (09.00 a.m.) End of remote e-voting:
Upto March 2, 2017 (5.00 p.m.)
E-voting shall not be allowed beyond 5.00 P.M. of March 2, 2017. During the e-voting period, shareholders of the Company holding shares as on the record date may cast their vote electronically.
The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facilities.
2. This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to e-voting facility.
3. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
4. For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Ballot Form to declare the final result of the Resolution.

B. Process and manner for Members opting to vote by using the Ballot Form

1. Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, Mr. Rupinder Singh Bhatia, Practicing Company Secretaries, having their office at J-17, (Basement), Lajpat Nagar III, New Delhi – 110024, not later than 05:00 P.M. on Thursday, March 2, 2017. Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
2. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
3. The Ballot Form should be signed by the Member as per the specimen signature registered with the company/ Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
4. In case the shares are held by the companies, other corporate bodies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
5. Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
6. A shareholder need not use all the votes or cast all the votes in the same way.
7. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday 20, 2017, as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., Central Depository Services (India) Limited ("CDSL").
8. A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to RTA at beetalrta@gmail.com or to the Company at abmintl@vsnl.com in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. B(1) above.
9. Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
11. The results of the Postal Ballot will be declared on or before Friday, March 3, 2017.