



# ABM International Limited

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

PHONES : 25927878, 25927699, 41426055

E-mail : vkgandhi@abmintl.in | Website : www.abmintl.in

CIN No. : L51909DL1983PLC015585

**NSE TRADING SYMBOL - ABMINTLTD**

To,  
The Manager  
Listing Department.  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No, C/ I, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai — 400 051

30.01.2020

**Symbol "ABMINTLTD"**

**Subject: Postal Ballot Notice under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations")**

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a certified copy of the Postal Ballot Notice and Postal Ballot Form sent to the members by the permitted mode seeking their approval in respect of business as set out in the said Notice of Postal Ballot dated January 24, 2020.

As per Section 108 of the Companies Act, 2013 read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its members the facility to cast their vote by electronic means on resolution set forth in the Notice of Postal Ballot.

The Postal Ballot Notice has been sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on Friday, January 24, 2020 i.e. Cut-off date.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members of the Company. The voting through postal ballot and through e-voting will commence from Saturday, February 1, 2020 (9:00 hours IST) and shall end on Sunday, March 1, 2020 (17:00 hours IST). The results of the postal ballot will be announced on Monday, March 2, 2020. The above information will also be made available on the website of the Company i.e. www.abmintl.in.

The instructions for casting vote by e-voting facility are mentioned in the said Notice.

Kindly take on record the above information and acknowledge.

Thanking you,

Yours faithfully,

For ABM INTERNATIONAL LIMITED

(Virender Kumar Gandhi)  
Managing Director  
DIN: 00244762  
Address: D-1/16, Vasant Vihar  
New Delhi -110057



## **ABM INTERNATIONAL LIMITED**

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Ph.: 25927878, 25927699, 41426055,  
Website: www.abmintl.in  
E mail: vkgandhi@abmintl.in  
CIN No.: L51909DL1983PLC015585

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2009 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS') AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED**

Dear Member(s),

Notice is hereby given to the members of ABM INTERNATIONAL LIMITED (the "Company") in pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('Companies Act'), read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made thereunder, (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standards-II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to the requisition letter dated 6<sup>th</sup> December, 2019 received from Promoters of the Company namely, Mr.Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi (hereinafter referred to as 'Promoters') and the resolution passed by the Board of Directors of the Company at its meeting held on 24<sup>th</sup> January, 2020; to consider and if thought fit, to pass the resolution set out herein below as a special resolution ('Special Resolution') by way of Postal Ballot/ Electronic Voting (e-voting) facility offered by the Company in accordance with Regulation 8(1)(b) of the Delisting Regulations.

The Special Resolution and explanatory statement setting out all material facts is annexed hereto for your consideration. The Postal Ballot Form along with details regarding e-voting is also enclosed to this Notice. Also enclosed is a self-addressed, postage prepaid envelope for your use.

The Board of Directors of the Company, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 has appointed M/s Mohit Mehta & Associates, Company Secretaries, (Membership No. 46893, CP No. 17160, email: csmohitmehta@yahoo.com) as the scrutinizer ("Scrutinizer") for conducting Postal Ballot process in a fair and transparent manner.

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The members holding Equity Shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy is permitted) duly completed and signed on the self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer on or before 17.00 hrs on, 1st March, 2020. Any unsigned Postal Ballot Form will be rejected.

Any Postal Ballot Forms received after the said date will be treated as if the reply from the concerned member has not been received. Also, the e-voting facility shall be disabled after the 17.00 hrs on, 01st March, 2020 for the voting by the members holding equity shares of the Company. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside India will have to bear /arrange for their postage expenses.

In compliance with the Listing Regulations and provisions of Section 108 & 110 of the Act read with Rules made thereunder, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by Post.

Members may note that, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.



Upon the completion of scrutiny of the forms and e-voting results, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, to the Company Secretary of the Company, as authorised by the Board of Directors of the Company. The result of the Postal Ballot will be announced on March 02, 2020 at 3:00 P.M. at the Registered Office of the Company at 10/60, Industrial Area, Kirtinagar, New Delhi 110015

Additionally, the result of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd ('NSE') where the equity shares of the Company are listed. Subsequently, the result of the Postal Ballot shall also be published in at least one English newspaper and one Hindi newspaper. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed at the website of the Company, www.abmintl.in and on the website of BEETAL Financial & Computer Services Pvt Ltd Registrar (www.beetalfinancial.com). In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. 01st March, 2020.

It is pertinent to mention that in terms of the Regulation 8 of the Delisting Regulations, the Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposed resolution is at least two time the number of votes cast by public shareholders against it.

#### **SPECIAL BUSINESS:**

**Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE"), where presently shares of the company are listed.**

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

**"RESOLVED THAT** pursuant to (i) the requisition letter dated 6<sup>th</sup> December, 2019 received from Mr. Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi being promoters of the company along with other promoter group of the Company holding in aggregate 8784240 equity shares of Rupees. 10 each ('Equity Shares') aggregating 74.70% of the total paid-up equity share capital of the Company, conveying its intention to voluntarily delist the equity shares of the Company from National Stock Exchange of India Limited ("**NSE**") in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ("**Delisting Regulations**"), (ii) the approval of the Board of Directors of the Company on 24<sup>th</sup> January, 2020, to the voluntary delisting of the Equity Shares from the NSE and (iii) subject to the applicable provisions of the Companies Act, 2013, the Delisting Regulations and other such applicable provisions of law, Listing Agreement entered with the NSE, receipt of the necessary approvals from the NSE and such other approvals as may be required under applicable law and subject to the terms of such approvals, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the company from National Stock Exchange of India Limited, the only stock exchange where presently shares of the company are listed ("**Proposed Delisting**").

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall include any person or committee duly authorized by the Board of Directors in this



behalf) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings to facilitate the Proposed Delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the NSE for seeking the in-principle and final approval for the Proposed Delisting, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

**By Order of the Board  
For ABM INTERNATIONAL LIMITED**

**Sd/-  
VIRENDER KUMAR GANDHI**  
Managing Director  
DIN:00244762

**Date :** 24.01.2020  
**Place :** New Delhi

**NOTES:--**

- 1) The Explanatory Statement for the proposed Special Resolution pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts is annexed to the Notice.
- 2) A Postal Ballot Form along with pre-paid postage self-addressed business reply envelope is attached hereto for the use of member. A member entitled to vote is advised to carefully read the instructions before exercising your vote and return the form duly filled in, signifying your assent/ dissent and sign the Postal Ballot form and send it to the Scrutinizer by 17:00 hrs on March 01, 2020.
- 3) M/s. Mohit Mehta & Associates, Company Secretaries, (Membership No. 46893, CP No. 17160), has been appointed as Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
- 4) The notice along with the Postal Ballot Form is being sent to all the members, whose names appeared in the Register of Members/ Record of Depositories as on 24th day of January, 2020 (cut-off date), which will be considered for the purpose of voting on postal ballot/ remote e-voting. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the members as on that date. Any person who is not a member of the Company as on the cut-off date should treat this Notice for information purposes only.
- 5) In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility through Central Depository Services (India) Limited ('CDSL') as an alternate option, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The E-voting facility for Postal Ballot will be available from 01<sup>st</sup> February, 2020 at 9.00 A.M. (IST) to 01<sup>st</sup> March, 2020 upto 5.00 P.M. (IST).

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- 6) Voting through postal ballot or e-voting shall not be allowed beyond the said date and time as mentioned above in point no. (5).
- 7) E-voting procedure is mentioned separately in e-voting instruction form attached with this Notice.
- 8) Members are requested to carefully read the instructions printed on the Postal Ballot form before exercising their vote for the proposed resolution which requires consent of the shareholders.
- 9) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).
- 10) Kindly note that the members can opt only one mode of voting, i.e., either through postal ballot form or through remote e-voting. If you are opting for remote e-voting, then do not vote by through postal ballot form also and vice versa. However, in case members cast their vote by postal ballot form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by postal ballot form will be treated as invalid. The Scrutinizer's decision on the validity of the postal ballot form shall be final.
- 11) The postal ballot notice and form are uploaded on the website of the Company i.e. [www.abmintl.in](http://www.abmintl.in).

**By Order of the Board  
For ABM INTERNATIONAL LIMITED**

Sd/-  
[VIRENDER KUMAR GANDHI]  
Managing Director  
DIN:00244762

**Date :** 24.01.2020  
**Place:** New Delhi

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:**

**Delisting of Equity Shares of the Company from the National Stock Exchange of India Limited**

- 1) The equity shares of Rs. 10 each ('Equity Shares') of ABM International Limited ('Company') are presently listed on the National Stock Exchange of India Limited ("NSE"), the only stock exchange where the equity shares are listed.
- 2) Mr. Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi being promoters of the company along with other promoter group of the Company holding in aggregate 8784240 equity shares of Rupees. 10 each ('Equity Shares') aggregating 74.70% of the total paid-up equity share capital of the Company.
- 3) The Board of Directors of the Company has received a requisition letter dated 6<sup>th</sup> December, 2019 ("**Promoter's Letter**") from Mr. Virender Kumar Gandhi, Mr. Rajneesh Gandhi, Mrs. Sangeeta Gandhi being promoters of the company along with other promoter group. In the Promoter's Letter, the Promoters have notified their intention to



acquire the equity shares held by the public shareholders of the Company ("**Public Shareholders**") by providing an exit opportunity through a voluntary delisting offer ("**Delisting Offer**") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 including any statutory modifications or amendments or re-enactments thereof ("**Delisting Regulations**") for acquiring 2975760 equity shares representing 25.30% of the total paid up equity share capital held by the public shareholders, in order to delist the equity shares from the National Stock Exchange of India Limited, the only stock exchange where presently the shares of the company are listed.

4) The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility. Additionally, the Promoters believe that on account of low volume in the trading of the equity shares on the NSE since last 5 years, the proposed Delisting Offer would provide the Public Shareholders with an opportunity to exit.

5) Pursuant to the intimation received from the Promoters, the Board of Directors of the Company, in its meeting held on 16<sup>th</sup> December, 2019, took on record the Promoter's Letter and appointed M/s D & A Financial Services (P) Limited, as the merchant banker for carrying out due diligence as required in terms of regulation 8(1A)(ii) of the Delisting Regulations. On receipt of the Due Diligence Report dated 16<sup>th</sup> January, 2020 from M/s D & A Financial Services (P) Limited, the Board of Directors again met on 24<sup>th</sup> January, 2020 and approved the proposed delisting in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of public shareholders of the Company. The result of the meeting of the Board of Directors of the Company held for approving the Delisting Offer was notified to the NSE on 24<sup>th</sup> January, 2020.

6) In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations. As per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Offer more than two times the number of votes cast by Public Shareholders against it.

7) In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the NSE, and other applicable statutory approval as may be deemed necessary from time to time, a Public Announcement of the Delisting Offer may be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the Letter of Offer to all Public Shareholders. Thereafter, the Delisting Offer will be conducted in accordance with the Delisting Regulations.

8) The price at which equity shares will be acquired in the Delisting Offer is required to be determined in accordance with a reverse book building process set out under the Delisting Regulations subject to a floor price as computed under the Delisting Regulations.

9) In compliance with the provisions of regulation 15(2) of the Delisting Regulations, the floor price shall be determined in terms of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Public Shareholders of the Company may tender their Equity Shares during the reverse



book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

10) The Promoter shall not proceed with the Delisting Offer unless: The Promoter accepts the discovered price and the number of equity shares validly tendered in the Delisting Offer is sufficient enough to result in the Delisting Offer being successful as per the Delisting Regulations and The Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.

11) The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.

12) The documents referred to in this notice and explanatory statement are available for inspection from 11.00 hours upto 17.00 hrs on all workings days (except Saturday, Sundays & Public Holidays) at the Registered Office of the Company, Until 1<sup>st</sup> March, 2020.

**By Order of the Board  
For ABM INTERNATIONAL LIMITED**

**Sd/-**  
**[VIRENDER KUMAR GANDHI]**  
Managing Director  
DIN:00244762

**Date :** 24.01.2020  
**Place:** New Delhi

#### **INSTRUCTIONS**

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 p.m.) on or before 1<sup>st</sup> March, 2020. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.





3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/ Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/ authority as mention in point no. 6 above) along with the Postal ballot form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

**8. The instructions for members for voting electronically are as under:-**

- (i) The voting period begins Saturday, 1<sup>st</sup> February, 2020 (9:00 am) and ends on Sunday, 1<sup>st</sup> March, 2020 (5:00 pm). 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, 24<sup>th</sup> January, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
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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> <ul style="list-style-type: none"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant ABM International Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



A handwritten signature in black ink, consisting of a large, stylized 'A' shape followed by a vertical line.

**ABM INTERNATIONAL LIMITED**  
Registered Office: 10/60, INDUSTRIAL AREA, KIRTI NAGAR, NEW DELHI-110015  
CIN: L51909DL1983PLC015585  
Email id : vkgandhi@abmintl.in  
Website : www.abmintl.in

<b>Serial Number</b>	
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**POSTAL BALLOT FORM**

<b>Particulars</b>	
<b>Name (in block letters) &amp; Address of the sole/first Shareholder</b>	
<b>Name(s) of the joint Shareholder(s)</b>	
<b>Folio No.</b>	
<b>Number of Shares held</b>	

I/we do hereby exercise and cast my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice for Postal Ballot dated 24<sup>th</sup> January, 2020 of the Company in the following manner:

Item No	Description	No. of Equity Shares Held	In favour of the Resolution	Against the Resolution
1.	Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Limited ("NSE")			

Place:  
Date:

(Signature of the Shareholder)



*Please see overleaf for instructions.*

**Instructions:**

1. A shareholder desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/ registered post/ speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder. Unsigned postal ballot forms will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of Board Resolution for the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 17.00 hours on 01<sup>st</sup> March, 2020. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
6. In-complete, un-signed or in-correctly ticked Postal Ballots will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding on all.
7. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than time specified above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date being 24<sup>th</sup> January, 2020.
9. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The result of the Postal Ballots will be declared on Monday, 02nd March, 2020.

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