



ABM International Limited

REGD. OFFICE : 37 DLF IND. AREA, KIRTI NAGAR, NEW DELHI- 110015

PHONES : 011-41426044 / 41426055

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

CIN No.: L51909DL1983PLC015585

NSE TRADING SYMBOL - ABMINTLLTD

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East),
Mumbai- 400 051

Date: 02.08.2025

NSE Code-ABMINTLLTD

Sub: Postal Ballot Notice

Dear Sir,

This is in furtherance to our letter dated July 29, 2025, informing that the Board of Directors of the Company at its Meeting held July 29, 2025, had inter-alia approved the following:

1. Re-appointment of Mr. Premendra Ojha (DIN 02810137) as Non-Executive Independent Director of the Company for a second term of 5 years with effect from 11th August 2025.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), as amended, we forward herewith a copy of the Postal Ballot Notice ('Notice') of ABM International Limited ('the Company') dated 29th July, 2025 along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 ('Act') read with the Listing Regulations, for seeking approval of the Members of the Company for the below mentioned Resolution:

Sr.	Description of the Resolutions	Type Resolution
1.	Re-appointment of Mr. Premendra Ojha (DIN 02810137) as Non-Executive Independent Director of the Company for a second term	Special

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ BEETAL Financial & Computer Services Pvt Ltd.), the Company's Registrars and Transfer Agent ('RTA') as on Friday, July 25, 2025 ('Cut-Off Date').

The Company has engaged the services of **Central Depository Services (India) Limited** ('CDSL') as the agency to provide remote e-voting facility to its Members. The remote e-voting period commences on Sunday, 3rd August, 2025, at 9:00 a.m. (IST) and shall end on Monday, 1st September, 2025, at 5:00 p.m. (IST). The e-voting module shall be disabled by CDSL immediately thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Please note that communication of assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting is provided in the 'Notes' section of the Notice.

The Members whose email address is not registered with the Company/Depositories/RTA to receive the Notice, may register their email address with the Company's RTA, on or before 5:00 p.m. (IST) on Saturday, August 30, 2025. The process for registration of email address is also provided in the enclosed Notice. The said Notice is also being made available on the website of the Company at www.abmintl.in and on the website of CDSL at www.evotingindia.com. This is for your information and records.

You are requested to take the same on record.

Yours truly,

For ABM INTERNATIONAL LIMITED

AMIT KUMAR
COMPANY SECRETARY

ABM INTERNATIONAL LIMITED

CIN: L51909DL1983PLC015585

Regd. Office: 37 DLF, INDUSTRIAL AREA, KIRTINAGAR, NEW DELHI DL 110015

Phone: +91-11-41426055

Website : <https://www.abmintl.in>, Email : vkgandhi@abmintl.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Sunday, 3rd August, 2025, at 9:00 a.m (IST)	Monday, 1 st September, 2025 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS- 2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material fact and the reason/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**'RTA'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of **Central Depository Services (India) Limited** ('CDSL') for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.abmintl.in

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent **(FOR)** or dissent **(AGAINST)** by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5:00 p.m. (IST) on Monday, 1st September, 2025**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Special Business:

1. Re-appointment of Mr. Premendra Ojha (DIN: 02810137) as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Mr. Premendra Ojha (DIN: 02810137), who was appointed as an Independent Director at the 37th Annual General Meeting of the Company held on 29th September, 2020 and who holds office up to 10th August, 2025 and who is eligible for re- appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 11th August, 2025 up to 10th August, 2030 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

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

**Sd/-
AMIT KUMAR
Company Secretary**

Date : 29/07/2025

Place: New Delhi

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material fact relating to the aforesaid Resolution and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**). Details pursuant to Regulation 36(3) of Listing Regulations and SS-2, in respect of Director seeking re- appointment as Non-Executive Independent Director forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/BEETAL Financial & Computer Services Pvt Ltd., the Company's Registrars and Transfer Agent ('RTA') as on **Friday, 25th July, 2025 ('Cut-Off date')** and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the afore mentioned Resolution in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice.
5. The remote e-voting shall commence on **Sunday, 3rd August, 2025, at 9:00 a.m. (IST)** and shall end on **Monday, 1st September, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

6. The Board of Directors has appointed **Mr. Alok Jain (ACS. 30369, CP No.14828)**, of **M/s. Jain Alok and Associates**, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.abmintl.in, on the website of CDSL at www.evotingindia.com and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice-board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on **Monday, 1st September, 2025**.
9. A copy of this Notice is also available on the website of the Company at www.abmintl.in, the website of National Stock Exchange of India Limited ('NSE') at www.nseindia.com, on which the equity shares of the Company are listed and on the website of CDSL at www.evotingindia.com.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to cs@abmintl.in from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
12. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered by contacting or writing a mail to M/s. BEETAL Financial & Computer Services Pvt Ltd., Registrar & Share Transfer Agent ('RTA'), at the email id - investor@beetalfinancial.com or Company at the email id cs@abmintl.in. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting. In case of any queries, member may write to investor@beetalfinancial.com or cs@abmintl.in.
13. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their Depositories/Depository Participants/RTA to enable servicing of notices/ documents/ Annual Reports and other communication electronically to their email address in future.
14. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

15. The instructions for remote e-voting by Members are as under:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on **Sunday, 3rd August, 2025, at 9:00 a.m. (IST)** and ends on **Monday, 1st September, 2025, at 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 **Friday, 25th July, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) 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.
- (iv) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **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 Depository	<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 Depository	<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

	<p>available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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

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 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) 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.
- (ix) For shareholders 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 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **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 will be mapped automatically & can be delink in case of any wrong mapping.

- 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 mandatory 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 at csalokjain@gmail.com 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.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 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 at toll free no. 1800 21 09911

EXPLANATORY STATEMENT

[Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('Act')]

The following statement sets out all the material fact relating to the Special Resolution No. 1 to be passed as mentioned in the accompanying Notice:

Mr. Premendra Ojha (DIN 02810137) was appointed as an Independent Director by the Members of the Company at the 37th Annual General Meeting held on 29th September, 2020, for a term of five years with effect from 11th August 2020 up to 10th August 2025.

Pursuant to the performance evaluation of Mr. Premendra Ojha, substantial contributions made by him during his tenure and considering that his continued

association would be beneficial to the Company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board, at its meeting held on 29th July, 2025 proposed to re-appoint Mr. Premendra Ojha as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term effective from 11th August 2025 up to 10th August 2030, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. In terms of Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for reappointment of a Director at the next General Meeting or within a period of three months from the date of reappointment, whichever is earlier.

Mr. Premendra Ojha is a highly experienced legal professional with over 40 years in litigation, advisory, and regulatory matters. He has worked in both prosecution and defense, including 15 years with the Enforcement Directorate (ED), where he gained in-depth knowledge of foreign exchange laws.

Renowned for his strong legal acumen, negotiation skills, and effective communication, Mr. Ojha has successfully handled a wide range of civil and criminal cases across all levels of the Indian judiciary, from District Courts to the Supreme Court, as well as various tribunals.

His areas of legal expertise include Negotiable Instruments Act, Foreign Exchange Regulation Act (FERA/FEMA), Criminal and Civil Laws, Commercial and Corporate Laws

Consumer Protection, MACT (Motor Accident Claims Tribunal, Foreign Trade FERA/FEMA Tribunal and CEGAT (now CESTAT).

He also served on the panel of the Enforcement Directorate for the Prevention of Money Laundering Act (PMLA) from 2010 to 2014, contributing his knowledge in financial crime enforcement.

The Company has received from Mr. Premendra Ojha (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Mr. Premendra Ojha has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Premendra Ojha fulfills the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to re-appoint him as an Independent Director.

The terms and conditions of re-appointment of Mr. Premendra Ojha as an Independent Director are uploaded on the website of the Company at <https://www.abmintl.in> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company. Other than Mr. Premendra Ojha and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 1 of the accompanying Notice. Mr. Premendra Ojha is not related to any Director or KMP of the Company.

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

**Sd/-
AMIT KUMAR
Company Secretary**

Date : 29/07/2025
Place: New Delhi

ANNEXURE-A**Details of the Director seeking re-appointment**

(In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

NAME OF THE DIRECTOR	MR. PREMENDRA OJHA
Age	64 Year
Date of first appointment on the Board	11.08.2020
Qualifications	B.A., LL.B., LL.M.
EXPERIENCE	40 YEARS
Terms and conditions of appointment	Re-appointment as an Independent Director for a second consecutive term commencing from 11 th August, 2025 upto 10th August, 2030, not liable to retire by rotation.
Expertise in specific functional areas and Profile	<p>Mr. Premendra Ojha stands as a highly distinguished legal professional, boasting an impressive career that spans over four decades. His extensive experience is deeply rooted in litigation, comprehensive advisory services, and complex regulatory matters, having adeptly served in both prosecution and defense capacities. A significant cornerstone of his career includes 15-year tenure with the Enforcement Directorate (ED), where he cultivated profound and specialized knowledge of foreign exchange laws. He is widely recognized for his exceptional legal acumen, sharp negotiation skills, and highly effective communication, attributes that have consistently led to successful outcomes throughout his illustrious career.</p> <p>With more than 40 years dedicated to the legal field, Mr. Ojha possesses an unparalleled track record in successfully managing a diverse array of civil and criminal cases. His areas of legal expertise include Negotiable Instruments Act, Foreign Exchange Regulation Act (FERA/FEMA), Criminal and Civil Laws, Commercial and Corporate Laws</p>

	Consumer Protection, MACT (Motor Accident Claims Tribunal, Foreign Trade FERA/FEMA Tribunal and CEGAT (now CESTAT). He also served on the panel of the Enforcement Directorate for the Prevention of Money Laundering Act (PMLA) from 2010 to 2014, contributing his knowledge in financial crime enforcement.
Details of remuneration last drawn in 2024-25 (upto the date of this Notice)	Sitting Fees paid to Mr. Premendra Ojha is Rs. 8000/- 2024-25 (up to the date of this postal ballot notice)
Details of remuneration sought to be paid	Sitting fees will be paid to Mr. Premendra Ojha as approved by the Board.
No. of Meetings of the Board attended during the year	7 out of 7
Directorship in other companies (excluding foreign companies) as on 29th July, 2025	NIL
Membership / Chairmanship of Committees in other companies (excluding foreign companies) as on 29th July, 2025	NIL
Listed entities from which the Director has resigned from Directorship in last three (3) years	NIL
Inter-se relationship with other Directors/KMP	NONE
No. of shares held: (a) Own (b) For other persons on beneficial basis	NIL NIL

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

**Sd/-
AMIT KUMAR
Company Secretary**

Date : 29/07/2025

Place: New Delhi