

Ref: ABMHO/CSD/BSE/SG/1258**Date: 04/09/2020**

To,
The Listing Department
The Bombay Stock Exchange Limited
1st Floor, P.J. Tower,
Dalal Street, fort,
Mumbai 400 001

Scrip Code: 531161**Sub: Summary of proceedings of 27th Annual General Meeting and Voting Results****Dear Sir,**

The 27th Annual General Meeting (AGM) of the Company was held on 04th September, 2020 and the businesses as mentioned in the Notice of AGM were transacted.

In this regard, please find enclosed the following:

1. Summary of proceedings as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. Voting Results / Outcome of Voting as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
3. Report of Scrutinizer dated 04th September, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

Yours Sincerely,

For ABM Knowledgeware Limited

Sarika
Abhijit
Ghanekar

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**(Sarika Ghanekar)
Company Secretary**

Summary of Proceedings of 27th Annual General Meeting

The 27th Annual General Meeting of the members of ABM Knowledgeware Limited was held on 04th September, 2020 at 10.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs (“MCA”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020.

Members present: 50 Members present through video conferencing.

Mr. Prakash B. Rane, Founder & Managing Director of the Company, chaired the Meeting. The Chairman informed that this AGM is being held through video conference in accordance with the circulars issued by the MCA and SEBI. The requisite quorum being present, the Chairman called the meeting to order. All the Directors attended the Meeting. He then introduced the new members of the Board and other officials of the Company present at the meeting.

The Chairman then addressed the members with a brief speech wherein he provided an update on impact of COVID-19, an overview of the industry and of the Company’s operations and financial performance for the financial year ended 31st March, 2020. He also highlighted the performance of Subsidiary Company i.e Instasafe Technologies Private Limited. The Chairman declared that the notice of the 27th AGM and the Director’s Report together with the Financials and Audit Report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company or Depositories. Accordingly, the notice of the AGM, the Director’s Report together with the Financials and Audit Report were taken as read.

The Company Secretary informed that as per the provisions of Companies Act, 2013 and the SEBI Listing Regulations, the Company has provided the facility of e-voting to all the members. The e-voting facility was also provided to the members who have not yet casted their votes for upto 15 minutes after the conclusion of the AGM on the NSDL voting page.

The following business were transacted at the meeting:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend @25% i.e Rs. 1.25/- per Equity Share of Face Value of Rs. 5/- each, already paid during the year as the Final Dividend for the Financial Year 2019-2020.
3. To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To appoint Mr. Punit Kumar Jain (DIN: 07325636) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing 04th September, 2020 to 03rd September, 2025. (Ordinary Resolution)
5. To re-appoint Mr. Prakash B. Rane (DIN:00152393) as Managing Director of the Company for a period commencing from 01st April, 2020 to 31st March, 2025. (Special Resolution)

The Chairman then invited comments and questions from the shareholders who had registered themselves as speakers. The Queries raised by the members were clarified / answered by the Chairman to the satisfaction of the members present at the meeting. The Chairman then informed that Mr. Upendra Shukla, Company Secretary in Practice was appointed as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM.

The Chairman then thanked all the Directors and members for attending and participating at the AGM. He further informed the members that the consolidated results of remote e-voting and e-voting at the AGM would be announced within 48 hours and also be intimated to the Stock Exchange and posted on the website of the Company.

The Scrutinizers Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

The Meeting ended on 04.09.2020 at 11.15 a.m.

This is for your information and record.

Thanking you,

Yours Sincerely,

For ABM Knowledgeware Limited

Sarika
Abhijit
Ghanekar

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Sarika Abhijit
Ghanekar
Date: 2020.09.04
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(Sarika Ghanekar)
Company Secretary



Voting Results / Outcome of voting at 27th Annual General Meeting

(As per Regulation 44 of Listing Regulations)

Date of Annual General Meeting	04 th September, 2020
Total No. of Shareholders as on book closure	3559
No. of Shareholders present in the meeting either in person or through proxy	
Promoters & Promoters Group	Nil
Public	Nil
No. of Shareholders attended the meeting through video Conferencing	
Promoters & Promoters Group	5
Public	45

Agenda wise disclosure:

Resolution Required (Ordinary / Special)					Ordinary Resolution: To receive, consider and adopt the Audited Financial Statement (Standalone & Consolidated) for the year ended 31 st March, 2020 and Reports thereon.			
Whether promoter / promoter group are interested in the agenda / resolution					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes –in favour (4)	No. of Votes- Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13386929	13385300	99.99	13385300	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0		0	0
	Total		13386929	13385300	99.99	13385300	0	100.00
Public - Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		174000	0	0.00	0	0	0.00
Public – Non Institutions	E-voting	6441271	301642	4.68	299657	1985	99.34	0.66
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6441271	301642	4.68	299657	1985	99.34
Total		20002200	13686942	68.43	13684957	1985	99.99	0.01

Resolution Required (Ordinary / Special)				Ordinary Resolution: To confirm the payment of Interim Dividend @25% i.e Rs. 1.25/- per Equity Share of Face Value of Rs. 5/- each, already paid during the year as the Final Dividend for the Financial Year 2019-2020.				
Whether promoter / promoter group are interested in the agenda / resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes on polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes –in favour (4)	No. of Votes- Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
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	Postal Ballot (if applicable)		0	0.00	0		0	0
	Total		13386929	13385300	99.99	13385300	0	100.00
Public - Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		174000	0	0.00	0	0	0.00
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Total		20002200	13686942	68.43	13684957	1985	99.99	0.01

Resolution Required (Ordinary / Special)				Ordinary Resolution: To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890), who retires by rotation and being eligible, offers herself for re-appointment.				
Whether promoter / promoter group are interested in the agenda / resolution				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes –in favour (4)	No. of Votes- Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
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	Postal Ballot (if applicable)		0	0.00	0		0	0
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	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	174000	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-voting	6441271	301642	4.68	299657	1985	99.34	0.66
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	6441271	301642	4.68	299657	1985	99.34	0.66
Total		20002200	13686942	68.43	13684957	1985	99.99	0.01

Resolution Required (Ordinary / Special)				Ordinary Resolution: To appoint Mr. Punit Kumar Jain (DIN: 07325636) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing 04th September, 2020 to 03rd September, 2025.				
Whether promoter / promoter group are interested in the agenda / resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes- Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	13386929	13385300	99.99	13385300	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0		0	0
	Total	13386929	13385300	99.99	13385300	0	100.00	0.00
Public - Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	174000	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-voting	6441271	301642	4.68	299657	1985	99.34	0.66
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	6441271	301642	4.68	299657	1985	99.34	0.66
Total		20002200	13686942	68.43	13684957	1985	99.99	0.01

Resolution Required (Ordinary / Special)				Special Resolution: To re-appoint Mr. Prakash B. Rane (DIN:00152393) as Managing Director of the Company for a period commencing from 01 st April, 2020 to 31 st March, 2025.				
Whether promoter / promoter group are interested in the agenda / resolution				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes- Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
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	Total	13386929	13385300	99.99	13385300	0	100.00	0.00
Public - Institutions	E-voting	174000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	174000	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-voting	6441271	301642	4.68	299657	1985	99.34	0.66
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	6441271	301642	4.68	299657	1985	99.34	0.66
Total		20002200	13686942	68.43	13684957	1985	99.99	0.01

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Thanking you,

Yours Sincerely,
For ABM Knowledgeware Limited

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Ghanekar

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Ghanekar
Date: 2020.09.04
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(Sarika Ghanekar)
Company Secretary

UPENDRA SHUKLA
B. Com., F C. S
Company Secretary

504 , Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

Mr. Prakash Rane,
Chairman,
ABM Knowledgeware Ltd.,
ABM House, Plot No. 268,
Linking Road, Bandra (West),
Mumbai-400 050.

Dear Sir,

Sub: Combined Report on Remote e-voting and e-voting conducted at the 27th Annual General Meeting of ABM Knowledgeware Ltd, held at 10.00 a.m. on Friday, the 4th September, 2020 through video conferencing (VC)/ other audio visual means (OAVM)

1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process as also e-voting by Members at the 27th Annual General Meeting ('AGM') of ABM Knowledgeware Ltd. (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /other Audio Visual Means ('OAVM') on Friday, the 4th September,2020 at 10.00 a.m.

2) Pursuant to the Circulars Nos. 14/2020, 17/2020 and 20/20220 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 20220 issued by the Securities Exchange Board of India (SEBI), the notice dated 22nd July, 2020 as confirmed by the Company, was sent to the shareholders in respect of below mentioned resolutions through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories.

3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 27th AGM.

4) The Company had appointed National Securities Depository Limited ('NSDL') as Service Provider, who provided the facilities for conducting the Remote e-voting, for participation by the Shareholders in the AGM through VC/OAVM and e-voting during the said AGM.

5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the NSDL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the NSDL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Tuesday, the 1st September, 2020 at 9.00 a.m. (IST) and ended on Thursday, the 3rd September, 2020 at 5.00 p.m. (IST).

UPENDRA
CHANDRASH
ANKAR
SHUKLA

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SHUKLA, o=UPENDRA
CHANDRASH ANKAR SHUKLA, email=ucshukla@rediffmail.com, c=IN

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- b) The Company had also provided e-voting facility to the Shareholders, who were present at the AGM through VC/ OAVM and who had not cast their vote on Remote e-voting.
- c) The members of the Company as on the 'cut-off' date i.e. 28th August, 2020 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 27th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the Remote e-voting and e-voting by the Shareholders at the AGM, on the NSDL e-voting system/ platform and after downloading the results, counted the votes.
- e) All the 66 Remote/e-voting responses are valid.
- f) I now, submit by combined report as under on the results of the Remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 22nd July, 2020 convening the AGM:

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ Votes
Remote E-voting	60	13569889	99.99	3	1985	0.01	0	0
E-voting at AGM	3	115068	100.00	0	0	0.00	0	0
Combined	63	13684957	99.99	3	1985	0.01	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm the payment of Interim Dividend @25% i.e Rs. 1.25 per Equity Share of Face Value of Rs. 5/- each, already paid during the year as the Final Dividend for the Financial Year 2019-2020.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ Votes
Remote E-voting	60	13569889	99.99	3	1985	0.01	0	0
E-voting at AGM	3	115068	100.00	0	0	0.00	0	0
Combined	63	13684957	99.99	3	1985	0.01	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890), who retires by rotation and being eligible, offers herself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ Votes
Remote E-voting	60	13569889	99.99	3	1985	0.01	0	0
E-voting at AGM	3	115068	100.00	0	0	0.00	0	0
Combined	63	13684957	99.99	3	1985	0.01	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 4: Ordinary Resolution: To appoint Mr. Punit Kumar Jain (DIN: 07325636) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing 04th September, 2020 to 03rd September, 2025.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ Votes
Remote E-voting	60	13569889	99.99	3	1985	0.01	0	0
E-voting at AGM	3	115068	100.00	0	0	0.00	0	0
Combined	63	13684957	99.99	3	1985	0.01	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Special Resolution: To re-appoint Mr. Prakash B. Rane (DIN:00152393) as Managing Director of the Company for a period commencing from 01st April, 2020 to 31st March, 2025.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of shares/ Votes
Remote E-voting	60	13569889	99.99	3	1985	0.01	0	0
E-voting at AGM	3	115068	100.00	0	0	0.00	0	0
Combined	63	13684957	99.99	3	1985	0.01	0	0

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Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.

Thanking you,

UDIN: F002727B000665763
Date: 4th September, 2020
Place: Mumbai

Yours faithfully,

UPENDRA
CHANDRASHA
NKAR SHUKLA

(U.C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP: 1654