

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

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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).

- 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,

Yours faithfully,

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

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654