



ABM KNOWLEDGEWARE LIMITED

CIN: L67190MH1993PLC113638

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Mumbai 400 050

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NOTICE OF POSTAL BALLOT

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

To,

The Member (s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) if any, read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) (including any statutory modifications(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), for seeking the approval of the Members of **ABM KnowledgeWare Limited** (the “Company”) for the special businesses mentioned in the resolutions set out hereunder to be passed through Postal Ballot voting by electronic means (“e-Voting”).

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs in terms of the MCA Circulars, has advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto

30th June, 2021, the requirements provided in Rule 20 of the Rules as well as framework provided in the MCA circulars will be applicable mutatis mutandis.

Hence, in compliance with the requirement of the MCA Circulars, this Postal Ballot notice is being sent only through email to those Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. The hard copy of Postal Ballot Notice alongwith Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out all the material facts pertaining to the said Resolutions, is annexed hereto.

The Board of Directors of the Company at its meeting held on 26th March, 2021 has appointed Mr. Upendra Shukla, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Rules and the Listing Regulations, the Company is providing e-voting facility to enable the Members to cast their votes electronically. For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited (“NSDL”).

You are requested to peruse the proposed resolutions along with Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Special Businesses:

Item No 1: Re-Appointment of Dr. Sumit D. Chowdhury (DIN: 02117586) as an Independent Director of the Company for a second consecutive term of five (5) years w.e.f. 28th March, 2021

To consider and to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modifications(s) or re-enactment thereof for the time

being in force], Dr. Sumit D. Chowdhury (DIN: 02117586), Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in the Act and Listing Regulations, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing the candidature of Dr. Sumit D. Chowdhury for the office of an Independent Director and based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as Independent Director of the Company to hold office for a second term of five (5) consecutive years commencing from 28th March, 2021 to 27th March, 2026 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

Item No 2: Approval for Payment of commission to Non-executive Directors:

To consider and to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof and Rules made thereunder and subject to all applicable approval(s) as may be required, the consent and approval of the Members be and is hereby accorded to the payment of commission for a period of five years commencing from 1st April, 2021 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum may exceed 1% (one percent) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act and in case in any financial year, the Company has no profit or inadequate profit, it can pay the remuneration exceeding the limits as prescribed under Part II of Schedule V, with authority to the Board to determine the manner and proportion in which the amount is to be distributed amongst Non-Executive Directors.”

**For and on behalf of the Board
ABM KNOWLEDGEWARE LIMITED**

**Sd/-
(SARIKA GHANEKAR)
COMPANY SECRETARY**

**Place: Mumbai
Date: 26/03/2021**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the proposed Special Resolutions stating all material facts and the reasons for the proposal is annexed herewith.
2. Relevant documents referred to in the Notice and the Explanatory statement are placed on the website of the Company at www.abmindia.com for inspection by the members till 01st May, 2021.
3. Pursuant to the provision of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and all MCA circulars, the Resolutions contained in the Postal Ballot Notice dated 26th March, 2021 are being passed through Postal Ballot through remote e-voting only.
4. The Notice of the Postal Ballot is being sent to all the Members of the Company, whose names appear in the Register of Members / Beneficial Owners as per details furnished by the Depositories as on 26th March, 2021 (Cut-off date). Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on 26th March, 2021.
5. Members holding equity shares as on the Cut-off date can cast their vote using remote e-voting facility only. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.
6. A copy of this Postal Ballot Notice shall also be available on the website of the Company www.abmindia.com, on website of BSE Limited www.bseindia.com on which the shares of the Company are listed.
7. **The e-voting period will commence on Friday, 02nd April, 2021 (9:00 a.m.) and will end on Saturday, 01st May, 2021 (5:00 p.m.).** During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut off date 26th March, 2021 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
8. To facilitate Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement for registration of email addresses in terms of the MCA Circulars.

Process for registration of email addresses is as under:

Pursuant to MCA Circulars, for remote e-voting for this Postal Ballot, Members who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email addresses registered with the Company

by sending an e-mail citing subject line as “ABM-Postal Ballot-Registration of e-mail IDs” to cs@abmindia.com with

- Name of registered Member(s)/ shareholder(s);
- Folio number(s)/ DP ID/ Client ID;
- No. of equity shares held

from the email address they wish to register. Post successful registration of the email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to cs@abmindia.com.

9. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure prescribed below.
10. Resolution passed by the Members through Postal Ballot/E-voting is deemed to have been passed as if it has been passed at General Meeting of the Members and the last date of the E-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.
11. The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Chairman or the Company Secretary of the Company, after completion of the scrutiny of the e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him in his behalf or the Company Secretary of the Company, on or before Monday, 03rd May, 2021 at the Registered Office of the Company situated at ABM House, Plot no. 268, Linking Road, Bandra (West), Mumbai - 400 050. The result will be displayed at the Registered Office of the Company, will be intimated to the BSE Limited (BSE) where the Company’s shares are listed, will be published in the newspapers and also will be displayed alongwith the Scrutinizer’s Report on the Company’s website viz. www.abmindia.com and website of the NSDL. The last date of e-voting will be deemed to be the date of passing of the said Special Resolutions.
12. For any queries / grievances, members may contact Company Secretary of the Company at ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai-400050, email: cs@abmindia.com Tel. +91(22) 42909700 or may email their queries to evoting@nsdl.co.in

VOTING THROUGH ELECTRONIC MODE:

1. The Members must read the detailed procedure on electronic voting provided below.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your

demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (‘THE ACT’)

ITEM NO. 1

Dr. Sumit D Chowdhury is a Non-Executive Independent Director of the Company who was appointed on the Board for his first term of 5 years w.e.f. 28th March, 2016 upto 27th March, 2021. Section 149(10) of the Companies Act, 2013 (“Act”) provides that an Independent director shall hold office for a term of up to five consecutive years on the Board. However, an Independent director shall be eligible for reappointment for another term of up to five consecutive years on passing of special resolution by the Company.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has proposed the re-appointment of Dr. Sumit D. Chowdhury as an Independent Director for second term of 5 years w.e.f. 28th March, 2021 upto 27th March, 2026.

Dr. Sumit D Chowdhury is a global thought leader in the field of Smart Cities, Digital Economy, Telecom & Information analytics. He has a Ph.D. in Public Policy and Management of Technology. He was until recently the Program Director for PMU for Swachh Bharat Mission

(Clean India Initiative) and heading their IT / Digital initiatives with the Ministry of Urban Development. Dr. Sumit is working as the ICT/Digital Advisor to three Smart Cities in India and has implemented IoT based projects running in 100+ cities, airports and Indian Railways across the country. He is a business leader, and entrepreneur, having led large, hyper-growth, multinational telecom and consulting companies in US, Australia & India. He is a Visiting Faculty for Smart Cities at Carnegie Mellon University (USA) & Academic Advisor to UWS in Australia, & Dean's Advisory Council of Heinz College, Carnegie Mellon University. He is expert with TM Forum Smart Cities Global Network. His company is creating IOT based wide-area telecom solutions for cities, industries and citizens – like Smart Metering, asset tracking, industrial automation and smart health. He is a mentor for Atal Innovation Mission.

He provides mentoring & funding to entrepreneurs in areas like M2M, Internet of Things, Smart Cities, health-care, mobile internet & career services. Dr. Sumit is a graduate of IIT Kanpur followed by MS and Ph.D. from Carnegie Mellon University in Information Systems and Public Policy. He has a Diploma from Australian Institute of Company Directors.

He is the author of a bestselling career management book, 'Rules of the Game' published by Bloomsbury India that empowers readers to enhance productivity and fast-track their careers. He is represented by 'The Outstanding Speakers Bureau' and speaks in different forums on technology, career and management ideas. He is also a TEDx speaker, an avid painter, a trained musician and an active marathon runner and cyclist.

The Board of Directors has evaluated the performance of Dr. Sumit D. Chowdhury by all Directors and is collectively of the opinion that the overall performance of Dr. Sumit is satisfactory and conducive to the growth and progress of the Company. The Board considers that his continued association would be of immense benefit to the Company. Therefore the Board recommends this resolution for the approval by the members of the Company. In the view of the Nomination and Remuneration Committee and also based on the opinion of the Board, Dr. Sumit D. Chowdhury fulfills all the conditions specified in the Act and the Rules made thereunder and he is Independent of the Management. A copy of the draft letter of appointment proposed to be issued to him on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the website of the Company upto the last date for E-voting i.e. 1st May, 2021. Further, The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Dr. Sumit D Chowdhury for the office of Independent Director.

The Company has received from Dr. Sumit D. Chowdhury (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the

criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013.

The Board of Directors recommends passing of the proposed Special Resolution.

Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:

Name of the Director	Dr. Sumit D. Chowdhury
Director Identification Number	02117586
Nationality	Indian
Date of Birth	30-12-1969
Age	51 years
Qualifications	a) Graduate from IIT Kanpur b) MS and Ph.D. from Carnegie Mellon University in Information Systems and Public Policy c) Diploma from Australian Institute of Company Directors
Nature of his expertise in specific functional areas and Brief Resume	Business, Management and Information Technology
No. of shares held in the Company	Nil.
Directorship in other Companies	None (Directorship in Listed Companies only considered)
Details of Remuneration drawn	No remuneration drawn, only sitting fees paid for attending the Board and Committee Meetings.
Chairman / Member of the Board Committee of other Companies	None.
Date of first appointment on the Board	28/03/2016

Relationship with other Director, manager and KMP	NIL.
Justification for choosing the appointee as Independent Director	As detailed in the Explanatory Statement.
Board Meeting attended during the financial year 2020-2021	5 of 5

Dr. Sumit D. Chowdhury and his relatives may be deemed to be interested to the extent of his re-appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested financially or otherwise in the proposed Resolution.

ITEM NO.2:

The Members of the Company, at the Annual General Meeting held on 12th August, 2016, had approved the payment of remuneration by way of commission on profits to Non-Executive Directors of the Company not exceeding one percent (1%) of the net profit of the Company, to be allocated in such manner as the Board may determine, from time to time, with effect from 1st April, 2016 for a period of five years.

With the recent amendments to the Companies Act, 2013, the amendments to SEBI Listing Regulations and dynamic business environment have placed more onerous responsibilities on the Non-Executive Directors. This requires the Directors to play more pro-active role along with greater time commitments, attention and involvement in Board's decision-making process.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration by way of commission exceeding one percent (1%) of the net profits of the Company calculated in accordance with provisions of the Companies Act, 2013, may be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a further period of five years commencing from 01st April, 2021 upto 31st March, 2026. Such payment will be in addition to the sitting fees for attending Board / Committee meetings.

Section 197 of the Companies Act 2013 have been amended pursuant to the Companies (Amendment) Act, 2017 which has come in force w.e.f. 12th September, 2018. Pursuant to the amended Section 197 of the Act, companies have been permitted to pay commission to Non-Executive directors in excess of the limits prescribed under Section 197 read with Schedule V to

the Act with the consent of the members of the Company given by way of a special resolution and without requiring the approval of the Central Government (as required under Section 197 read with Schedule V to the Act before the effective date).

Further, as per Amendment Notification dated 18th March, 2021, Pursuant to the amendment provisions of Schedule V, if in any financial year(s), the Company has no profits or its profits are inadequate, it may pay Commission to its Non-Executive Directors in accordance with the provisions of Schedule V or exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule, if the resolution passed by the Members is a Special Resolution.

In the view of the above the Nomination and Remuneration Committee and Board of Directors of the Company at their respective Meetings held on 18th March, 2021 and 26th March, 2021 have inter alia recommended above Resolution for approval of the Members by means of Special Resolution.

All the Directors of the Company may be deemed to be concerned or interested in the aforesaid resolution to the extent of the commission they may receive from the Company. No Key Managerial Personnel (KMP) other than Mr. Prakash B. Rane, Founder & Managing Director, and their relatives are interested in the aforesaid resolution.

**By Order of the Board
ABM KNOWLEDGEWARE LIMITED**

**Sd/-
(SARIKA GHANEKAR)
COMPANY SECRETARY**

**Place: Mumbai
Date: 26/03/2021**