

Ref: ABMHO/CSD/BSE/SG/0946**Date: 03/05/2021**

To,
The Listing Department
BSE Limited
1st Floor, P.J.Tower,
Dalal Street, Fort,
Mumbai 400 001.

Company Code: ABMKNOWLEDGE: 531161**Sub: Declaration of Results of Postal Ballot through remote E-voting alongwith the Scrutinizer's Report****Dear Sir(s),**

We wish to inform you that the Company had conducted the process of Postal ballot through remote e-voting pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 alongwith MCA Circulars for obtaining shareholders' approval for the special businesses as set out in the Postal Ballot Notice dated 26th March, 2021.

The said Resolutions has been passed by the shareholders with requisite majority through the process of remote e-voting only.

In compliance with the requirements under clause 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results of Postal Ballot alongwith Scrutinizer's Report dated 03rd May, 2021.

We request you to kindly take the above information on your record.

Thanking you,

**For and on behalf of
ABM Knowledgeware Limited**

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**(Sarika Ghanekar)
Company Secretary****Encl: a/a**

Details of Voting Results by Postal Ballot (including e-voting) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
1. Date of Declaration of Result: 03/05/2021

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered:			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					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	13386929	13385300	99.99	13385300	0	100.00	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		13386929	13385300	99.99	13385300	0	100.00
Public-Institutions	E-Voting	114500	114500	100.00	0	114500	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		114500	114500	100.00	0	114500	0.00
Public-Non Institutions	E-Voting	6500771	161839	2.49	161762	77	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		6500771	161839	2.49	161762	77	99.95
Total		20002200	13661639	68.30	13547062	114577	99.16	0.84

2. Date of Declaration of Result: 03/05/2021

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered:			To approve the payment of Commission to Non-Executive Directors for a period of 5 years w.e.f. 01st April, 2021.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	13386929	13385300	99.99	13385300	0	100.00	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		13386929	13385300	99.99	13385300	0	100.00
Public- Institio ns	E-Voting	114500	114500	100.00	0	114500	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		114500	114500	100.00	0	114500	0.00
Public- Non Institio ns	E-Voting	6500771	161639	2.49	161297	342	99.79	0.21
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		6500771	161639	2.49	161297	342	99.79
Total		20002200	13661439	68.30	13546597	114842	99.16	0.84

**For and on behalf of
ABM Knowledgeware Limited**

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**(Sarika Ghanekar)
Company Secretary**

3rd May, 2021

The Chairman,
ABM Knowledgeware Ltd.
ABM House, Plot No. 268,
Linking Road, Bandra (West),
Mumbai 400 050

Dear Sir,

Sub: Scrutinizer's Report on passing of Special Resolutions through Postal Ballot (remote e-voting)

I am appointed as a Scrutinizer by ABM Knowledgeware Ltd. ("the Company") for conducting the process of postal ballot in a fair and transparent manner for passing Special Resolutions through Postal Ballot only through remote e-voting process as per **Annexure-1** to this report.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby submit my report:

1. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'), General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 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 in relation to 'Clarification on passing of ordinary/special resolutions under the Companies Act and rules made thereunder on account of the threat posed by COVID-19' as issued by the Ministry of Corporate Affairs (MCA Circulars).
2. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the requisite notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act in electronic form only to the members of the Company, whose names appeared in the Register of Members / records of Depositories viz. CDSL/NSDL as on Friday, March 26, 2021 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the E-voting system only.
3. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-voting facility to its members to enable them to cast their votes electronically instead of postal ballot form.

: 2 :

4. The Company has appointed and availed the services of National Securities Depository Limited (“NSDL”), to facilitate e-voting by the members through their online e-voting system. The instructions for remote e-voting was a part of the Postal Ballot Notice communicated to the members.
5. In order to facilitate those members who had not registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the e-voting facility. The Company has made a special arrangement with NSDL for registration of temporary e-mail address in terms of MCA Circulars.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- 1) (a) Total number of shareholders as on the cut-off date of March 26, 2021 : 4902
(b) Number of Notice sent through email on 1st April, 2021 : 4211
- 2) Date of commencement of voting cycle : 02/04/2021 (9:00 a.m.)
- 3) Last date fixed for voting through e-voting : 01/05/2021 (5:00 p.m.)
- 4) Number of response received (e-voting) : 71
- 5) Number of invalid e-voting : 0
- 6) **Resolution 1 (Special Resolution):**
Number of votes cast “For the Resolution (e-voting)” : 1,35,47,062 (67 cases)
Total Number of votes cast for the Resolution : **1,35,47,062 (99.16%)**
Number of votes cast “Against the Resolution (e-voting)” : 1,14,577 (4 Cases)
Total Number of votes cast against the Resolution : **1,14,577 (0.84%)**
- 7) **Resolution 2 (Special Resolution):**
Number of votes cast “For the Resolution (e-voting)” : 1,35,46,597 (63 cases)
Total Number of votes cast for the Resolution : **1,35,46,597 (99.16%)**
Number of votes cast “Against the Resolution (e-voting)” : 1,14,842 (7 Cases)
Total Number of votes cast against the Resolution : **1,14,842 (0.84%)**
Number of abstain votes : **200 (1 case)**
- 8) Number of invalid votes : Nil

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Conclusion –

- (i) **For Resolution 1 (Special Resolution): 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:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

- (ii) **For Resolution 2 (Special Resolution): Approval for Payment of commission to Non-Executive Directors:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

Thanking you,

Yours faithfully,

UPENDRA
CHANDRAS
HANKAR
SHUKLA

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c=IN

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654
UDIN: F002727C000229888

Encl: as above.

1. Special Resolution for 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:

“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.”

2. Special Resolution for approval of Payment of commission to Non-Executive Directors:

“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.”

Details of Voting in terms of SEBI Circulars

ABM KNOWLEDGEWARE LIMITED							
POSTAL BALLOT (RESOLUTION- 1)							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (E-voting)	67	94.37	1,35,47,062	99.16	1,35,47,062	99.16
1	SUB-TOTAL	67	94.37	1,35,47,062	99.16	1,35,47,062	99.16
2	Dissent (E-voting)	4	5.63	1,14,577	0.84	1,14,577	0.84
2	SUB-TOTAL	4	5.63	1,14,577	0.84	1,14,577	0.84
	TOTAL	71	100.00	1,36,61,639	100.00	1,36,61,639	100.00
3	Invalid	0	N.A.	0	N.A.	0	N.A.

ABM KNOWLEDGEWARE LIMITED							
POSTAL BALLOT (RESOLUTION- 2)							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (E-voting)	63	90.00	1,35,46,597	99.16	1,35,46,597	99.16
1	SUB-TOTAL	63	90.00	1,35,46,597	99.16	1,35,46,597	99.16
2	Dissent (E-voting)	7	10.00	1,14,842	0.84	1,14,842	0.84
2	SUB-TOTAL	7	10.00	1,14,842	0.84	1,14,842	0.84
	TOTAL	70	100.00	1,36,61,439	100.00	1,36,61,439	100.00
3	Invalid	0	N.A.	0	N.A.	0	N.A.
4	Abstain	1	N.A.	200	N.A.	N.A.	N.A.