



**ABM KNOWLEDGEWARE LIMITED**

SEI CMMI Level 5 | ISO 20000-1:2018 | ISO 9001:2015 | ISO 27001:2013 Compliant Software & Services Company

**Registered Office :** ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050, INDIA.  
Tel. : +91 22 4290 9700 Fax : +91 22 4290 9701 www.abmindia.com CIN - L67190MH1993PLC113638

**Ref: ABMH0/CSD/BSE/SG/1672**

**Date: 08/08/2024**

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

**Scrip Code: 531161**

**Sub: Scrutinizer's Report of the 31<sup>st</sup> Annual General Meeting of the Company.**

**Dear Sir,**

The 31<sup>st</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 07<sup>th</sup> August, 2024 and the businesses as mentioned in the Notice of AGM were transacted.

In this regard, please find enclosed report of Scrutinizer dated 08<sup>th</sup> August, 2024 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 Ghanekar)**  
**Company Secretary**

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

504 , Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057  
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 31st Annual General Meeting of ABM Knowledgeware Ltd, held at 11.00 a.m. on Wednesday, the 07th August, 2024 through video conferencing (VC)/ other audio visual means (OAVM)**

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process and also e-voting by Members at the 31st 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 Wednesday, the 07th August, 2024 at 11.00 a.m.
- 2) Pursuant to the General Circulars Nos. 14/2020 dated 08th April 2020; 17/2020 dated 13th April 2020; 20/2020 dated 05th May 2020; 22/2020 dated 15th June 2020; 33/2020 dated 28th September 2020; 39/2020 dated 31st December 2020; 10/2021 dated 23rd June 2021; 20/2021 dated 08th December 2021; 03/2022 dated 05th May, 2022; 11/2022 dated 28th December 2022 and 09/2023 dated 23rd September 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") read with the Circular dated 12th May 2020, 15th January 2021, 13th May 2022, 05th January 2023 and 07th October 2023 issued by the Securities and Exchange Board of India ("SEBI"), the notice dated 24th May, 2024 as confirmed by the Company was sent to the Members in respect of below mentioned resolution through electronic mode to those shareholders, 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 Members to cast their votes electronically on all the resolutions proposed in the Notice of the 31st 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 Members 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 Sunday, the 04th August, 2024 at 9.00 a.m. (IST) and ended on Tuesday, the 06th August, 2024 at 5.00 p.m. (IST).

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UPENDRA  
CHANDRAS  
HANKAR  
SHUKLA

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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. 31st July, 2024 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 5 of the Notice convening the 31st 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 109 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 24th May, 2024 convening the AGM:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) for the financial year ended 31st March, 2024 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	99	13702100	100.00	0	0	0.00	0	0
E-voting at AGM	10	93	100.00	0	0	0.00	0	0
Combined	109	13702193	100.00	0	0	0.00	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 declare Final Dividend of Rs. 1.25 per equity share of Rs. 5/- each for the Financial Year ended on 31st March, 2024.

	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	99	13702100	100.00	0	0	0.00	0	0
E-voting at AGM	10	93	100.00	0	0	0.00	0	0
Combined	109	13702193	100.00	0	0	0.00	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.

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**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	99	13702100	100.00	0	0	0.00	0	0
E-voting at AGM	10	93	100.00	0	0	0.00	0	0
Combined	109	13702193	100.00	0	0	0.00	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: Appointment of M/s. A.P. Sanzgiri and Co., Chartered Accountants (Firm Registration number: 116293W) as the Statutory Auditors of the Company for a term of five (5) consecutive years until the conclusion of the 36th AGM.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of	No. of votes	% of votes cast	No. of	No. of votes	% of votes	No. of	No. of shares/
Remote E-voting	99	13702100	100.00	0	0	0.00	0	0
E-voting at AGM	10	93	100.00	0	0	0.00	0	0
Combined	109	13702193	100.00	0	0	0.00	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: Approval of ABM Employee Stock Option Scheme 2024 ("ESOS 2024"/"Scheme").

	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	97	13701525	100.00	1	550	0.00	1	25
E-voting at AGM	10	93	100.00	0	0	0.00	0	0
Combined	107	13701618	100.00	1	550	0.00	1	25

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

Thanking you,

UDIN: F002727F000924923  
Peer Review Certificate No.: 1882/2022  
Date: 08/08/2024  
Place: Mumbai

Yours faithfully,

UPENDRA  
CHANDRASHA  
NKAR SHUKLA

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