

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: Scrutinizer's Report on Postal Ballot (Remote e-voting).

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of ABM Knowledgeware Ltd (hereinafter referred to as 'the Company') to scrutinize the voting by means of Postal Ballot through electronic means ('remote e-voting') conducted for passing a Resolution as per Annexure-1 to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').
- 2) Pursuant to the General Circulars Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; 11/2022 dated December 28, 2022 and 09/2023 dated September 23, 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 8th October, 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 remote e-voting to the Members to cast their votes electronically on the resolution proposed in the Notice.
- 4) The Company had appointed National Securities Depository Limited ('NSDL'), as Service Provider, who provided the facilities for conducting the Remote e-voting.
- 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 passing of Resolution by means of Postal Ballot by voting through electronic means ("remote e-voting").

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 15th October, 2024 at 9.00 a.m. (IST) and ended on Wednesday, the 13th November, 2024 at 5.00 p.m. (IST).

: 2 :

- b) The members of the Company as on the 'cut-off' date i.e. 08th October, 2024 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 3 of the Notice.
- c) On completion of e-voting , I unblocked the results of the Remote e-voting, on the NSDL e-voting system/ platform and after downloading the results, counted the votes.
- d) All the 94 Remote/e-voting responses are valid.
- e) I now, submit my report as under on the results of the Remote e-voting in respect of the resolution as set out in the Notice dated 08th October, 2024:

Resolution No. 1: Ordinary Resolution: Appointment of Mr. Sharadchandra D. Abhyankar as Non-Executive, Non- Independent Director of the Company

	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	94	13643749	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: Special Resolution: Re- appointment of Mr. Prakash B. Rane (DIN: 00108866) as Managing Director of the Company and approval of his remuneration.

	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	92	13643657	100.00	2	92	0.00	0	0

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

...3/-

Resolution No. 3: Special Resolution: Re-appointment of Mr. Ashokkumar V. Dugade as Non- Executive Independent Director of the Company.

	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	92	13643657	100.00	2	92	0.00	0	0

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

Thanking you,

Yours faithfully,

UDIN: F002727F002137519
Peer Review Certificate No.: 1882/2022
Date: 14/11/2024
Place: Mumbai

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