

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

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May 25, 2019

The Board of Directors
ABM Knowledgeware Limited
"ABM House" Plot no 268,
Linking Road, Bandra (w),
Mumbai-400050

Dear Sir,

Annual Secretarial Compliance Report for the Financial Year 2018-19

I have been engaged by ABM Knowledgeware Limited (hereinafter referred to as 'the Company') bearing CIN: **L67190MH1993PLC113638**, whose Equity Shares are listed on the BSE Ltd. (Security Code **531161**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Thanking you,

Yours faithfully,



(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

SECRETARIAL COMPLIANCE REPORT
OF
ABM KNOWLEDGEWARE LIMITED
FOR THE YEAR ENDED 31.03.2019

I have examined:

- (a) All the documents and records made available to me and explanation provided by ABM Knowledgeware Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include –

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - [Not Applicable since there was no reportable event during the year under review];



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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - [Not Applicable since there was no reportable event during the year under review];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - [Not Applicable since there was no reportable event during the year under review];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - [Not Applicable since there was no reportable event during the year under review];;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - [Not Applicable since there was no reportable event during the year under review];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
- NIL -				



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable since no action was required to be taken by the listed entity				



Place: MUMBAI
Date: 25/05/2019


(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654