

**Ref: ABMHO/CSD/BSE/SG/1238****Date: 25/06/2021**

To,  
The Listing Department,  
Bombay Stock Exchange Ltd.  
Floor 2<sup>nd</sup>, P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001.

**Ref: ABMKNOWLEDG: 531161**

**Subject: Annual Secretarial Compliance Report for the Financial year ended 31<sup>st</sup> March, 2021 as per Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

**Dear Sirs,**

We wish to inform that Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued by Upendra C. Shukla, Practising Company Secretary, for the year ended 31<sup>st</sup> March, 2021.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

**For ABM Knowledgeware Limited**

SARIKA  
ABHIJIT  
GHANEKAR  
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SARIKA ABHIJIT  
GHANEKAR  
Date: 2021.06.25  
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**(Sarika Ghaneekar)**  
**Company Secretary**

**Encl: a/a**

**UPENDRA SHUKLA**

*B. Com., F C. S*

*Company Secretary*

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : [ucshukla@rediffmail.com](mailto:ucshukla@rediffmail.com)

June 25, 2021

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 2020-21**

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 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon. **For the purpose of issuing this Report, I have conducted online verification & examination of records, as facilitated by the Company, due to Covid 19 and subsequent lockdown.**

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.

My 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.

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

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DN: cn=Upendra, o=Upendra, email=ucshukla@rediffmail.com,  
c=IN, serial=4000001, version=3  
Upendra Chandrashankar Shukla  
Date: 2021.06.25 12:00:49 +05'30'

**SECRETARIAL COMPLIANCE REPORT  
OF  
ABM KNOWLEDGEWARE LIMITED  
FOR THE YEAR ENDED 31.03.2021**

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 31<sup>st</sup> March, 2021 (“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];
- (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 *except in respect of matter specified below*:

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 23(9) of SEBI (LODR) Regulations, 2015 – Disclosure of Related Party Transactions for the half year ended on 30 <sup>th</sup> September, 2020.	Not filed within prescribed time.	Company filed the required disclosure on 19/01/2021 and paid the penalty levied on 30/01/2021.

- (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.

Upendra  
Chandrashankar  
Shukla

Digitally signed by Upendra  
Chandrashankar Shukla  
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New Delhi-110088, postalCode=400057,  
ou=Maharashtra,  
serialNumber=c75d6d6fac4888944a,  
cn=Upendra  
Chandrashankar Shukla  
Date: 2021.08.25 12:08:11 +05'30'

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.
1)	a) BSE Limited	Regulation 23(9)	The Company has received an e-mail dated 18/01/2021 from BSE Ltd., levying penalty for non-compliance of the provisions of Reg. 23(9) of SEBI (LODR) Regulations, 2015 [for Non-Compliance with Disclosure of Related Party Transactions on consolidated basis within prescribed time]	The Company has made the disclosure on 19/01/2021 and paid the penalty levied on 30/01/2021.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 34(1) of SEBI (LODR) Regulations, 2015 – Filing of Annual Report with the Stock Exchange	--	The penalty was paid by the Company. However, later on it was waived by BSE Ltd.	--

**Upendra Chandras  
nkar Shukla**

Digitally signed by Upendra Chandranankar Shukla  
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serialNumber=d29d2e382c3267303af36fedf7  
73af58ed15429415A00B0C1E112D0BA,  
postalCode=400057, st=Maharashtra,  
cn=Shukla, email=upendrak@rediffmail.com,  
o=46558ccce1f85c31208134adacde176,  
ou=Upendra Chandranankar Shukla  
Date: 2021.06.29 12:05:51 +05'30'

(UPENDRA C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/C.P.No: 654