



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: ABMHO/CSD/BSE/SG/1403

Date: 25/05/2022

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

Ref: ABMKNOWLEDG: 531161

Subject: Annual Secretarial Compliance Report for the Financial year ended 31st March, 2022 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 31st March, 2022.

Kindly take the same on your records.

Thanking You,

**Yours faithfully,
For ABM Knowledgeware Limited**

**(Sarika Ghanekar)
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

May 26, 2022

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 2021-22

I have been engaged by ABM Knowledgeware Limited (hereinafter referred to as ‘the Company’) having 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.

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

Digitally signed by Upendra Chandrashankar Shukla
DN: cn=Upendra Chandrashankar Shukla, o=Personal, title=2366,
postalCode=400057, st=Maharashtra,
serialNumber=75d60facc48f89f4aca348
22405589cc0f765c3c3208134adacdb176,
cn=Upendra Chandrashankar Shukla
Date: 2022.05.26 10:50:09 +05'30'

SECRETARIAL COMPLIANCE REPORT
OF
ABM KNOWLEDGEWARE LIMITED
(CIN: L67190MH1993PLC113638)
FOR THE YEAR ENDED 31.03.2022

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, 2022 ("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];

Upendra
Chandra
shankar
Shukla

Digitally signed by Upendra
Chandra Shankar Shukla
DN: cn=Upendra, o=ABM, ou=ABM, email=ucshukla@rediffmail.com, c=IN
...2/

3208134ad0cda176,
c=Upendra Chandra Shankar
Shukla
Date: 2022.05.26 11:31:31 +0530

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - [Not Applicable since there was no reportable event during the year under review];
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - [Not Applicable since the Company has not issued any non-convertible security];
- (g) 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 13(3) of SEBI (LODR) Regulations, 2015 – Placing of Statement of Investor Complaints	Statement of Investor Complaints was placed before Stakeholders' Relationship Committee Meeting on quarterly basis and was not placed before the Board of Directors as required under Regulation 13(4) of SEBI (LODR) Regulations, 2015	--

- (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 --				

: 3 :

(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 31/03/2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	The Company had not disclosed Related Party Transaction on consolidated basis within the prescribed time under Reg. 23(9) of SEBI (LODR) Regulations, 2015.	--	The Company filed the details of Related Party Transactions with BSE on 19/01/2021 and paid the penalty levied on 30/01/2021. The Company made representation and BSE waived off the penalty on 13/08/2021.	--

UDIN: F002727D000391533

Place: MUMBAI

Date: 26/05/2022

Upendra
Chandrashankar Shukla

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

Digitally signed by Upendra
Chandrashankar Shukla
DN: c=IN, o=Personal, title=2356,
pseudonym=bcf63a3cc6330c2013fd8fee
8fd9793a89e8a4154029415046980d1e
132086a, postalCode=400057,
st=Maharashtra,
serialNumber=c75db60facd48f89f4aac
a3482246585cc0cf185c3c35208134ada
c0de176, cn=Upendra Chandrashankar
Shukla
Date: 2022.05.26 11:27:56 +05'30'