

NOTICE

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of **ABM KNOWLEDGEWARE LIMITED** ("the Company") will be held on Friday, the 29th day of August, 2025 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditor's thereon.
2. To declare Final Dividend of ₹ 1.25/- per equity share of ₹ 5/- each for the Financial Year ended 31st March, 2025.
3. To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890), who retires by rotation and being eligible, offers her candidature for re-appointment.

AS SPECIAL BUSINESS:

4. Approval for the appointment of Secretarial Auditors:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and 179(3) of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Upendra Shukla & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Membership No. FCS 2727 and Certificate of Practice No. 1654) be and is hereby appointed as Secretarial Auditors for the Company, to hold office for a term of 5 (five) consecutive years commencing from F.Y. 2025-2026 to F.Y. 2029-2030 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds, and things as may be considered necessary to give effect to the aforesaid resolution."

5. To approve re-appointment of Mr. Punit Jain (DIN: 07325636) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination & Remuneration Committee, Mr. Punit Jain (DIN: 07325636) who was appointed as an Independent Director at the 04th September, 2020 and who holds office up to 03rd September, 2025 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 04th September, 2025 up to 03rd September, 2030 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds, and things as may be considered necessary to give effect to the aforesaid resolution."

6. Revision of effective date for previously approved Remuneration increase of Mr. Prakash B. Rane (DIN: 00152393), Managing Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in partial modification of the Special Resolution passed by Members on 14th November, 2024, and pursuant to the provisions of the Companies Act, 2013, the effective date for the increase in remuneration of Mr. Prakash B. Rane (DIN: 00152393), Managing Director, be revised to 01st April, 2025 as recommended by the Nomination and Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT all other terms and conditions of his remuneration, as approved earlier, shall remain unchanged and in full force.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to file necessary forms with Registrar of Companies and to do all such acts, deeds, and things as may be considered necessary to give effect to the aforesaid resolution."

NOTES:

1. An Explanatory Statement relating to item of Special Business, i.e. Item No. 4, Item No. 5 and Item No. 6 to be transacted at the AGM is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") pursuant to its General Circular No. 09/2024 dated September 19, 2024, and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") along with other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ("VC / OAVM") till 30th September, 2025. In accordance with the applicable provisions of the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA circulars.

The 32nd AGM of the Company shall be conducted through VC / OAVM without the physical presence of the Members at a venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

3. Information required pursuant to Regulation 36 (3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meeting, in respect of Director seeking appointment / reappointment or variation in terms of remuneration is provided as part of notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and applicable Circulars, the Company is pleased to provide the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs.
5. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy form is not applicable to general meetings held through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of proxy by the members is not applicable. Hence, the Proxy form, Attendance Slip are not annexed to this

Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.

6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd August, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
9. The Notice of 32nd AGM along with Annual Report for the financial year 2024-25 is available on the website of the Company at www.abmindia.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
10. Members may note that the Board of Directors, in its meeting held on 23rd May, 2025 have recommended a final dividend @ 25 % (₹1.5 per Share). The final dividend, once approved by members in the ensuing AGM will be paid on or before Saturday, 27th September, 2025, electronically through various online transfer modes to the members who have updated their bank account details.

To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on payout date.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DP's only, as the Company or its Registrar and Share Transfer Agent cannot act on any request received directly on the same.

11. The Company has fixed Friday, 22nd August, 2025, as the 'Record Date' for determining entitlement of members to Final Dividend for the financial year ended 31st March, 2025, if approved at the AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend shall subject to deduction of tax at source.
12. In accordance with the provision of Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020, shall be taxable at the hands of shareholders. The Company is required to deduct TDS from dividend paid to the shareholders at the applicable tax rates, if approved at the Annual General Meeting (AGM) of the Company. The rate of TDS would depend upon the category and residential status of the members.
 - a. **For Resident Members:** TDS shall be made under Section 194 of the Income Tax Act at 10% on the amount of Dividend declared and paid by the Company during Financial year 2025-2026, provided PAN is registered / updated by the Member. If PAN is not registered / updated, then TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act.

However, no tax shall be deducted on the Dividend payable to a resident Individual if total dividend to be received by them during Financial Year 2025-2026 does not exceed ₹ 10,000 (Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and higher TDS rate as per Section 206AA of the Income Tax Act, 1961 would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs / Specified Persons under Section 206AA of the Income Tax Act, 1961.

Separately, in cases where the Member provides Form 15G (applicable to any person other than a Company or a Firm or HUF) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of section 139AA of the Income Tax Act, 1961. Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 139AA of the Income Tax Act 1961.

In case of Resident Member having Order under Section 197 of the Income Tax Act, TDS will be deducted at the rate mentioned in the Order provided the Member submits a copy of the Order obtained from the Income-Tax authorities.

b. For Non-resident Members: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act at the rates in force. As per the relevant provisions of the Income Tax Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-Declaration certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2025-2026;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2025-2026.

13. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the

Company and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

14. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for Financial Year 2025-2026. As per Section 206AB of the Income Tax Act, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.
15. Kindly note that the aforementioned documents are required to be submitted to the Company's mail id at cs@abmindia.com or our RTA at rnt.helpdesk@in.mpms.mufg.com on or before Thursday, 14th August, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Thursday, 14th August, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.
16. In accordance with the provisions of the Income Tax Act, TDS certificates can be made available to the Members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.
17. The Company has sent out a separate e-mail communication to the Members, to inform regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per Income Tax Act.
18. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd August, 2025 to Friday, 29th August, 2025 (both days inclusive).
19. In accordance with the General Circulars issued by MCA and SEBI, the Notice of 32nd AGM along with Annual Report for the Financial Year 2024-25 is being sent by electronic mode to Members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participant (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company / RTA / DP providing the weblink of Company's website from where the Annual Report for Financial Year 2024-25 can be accessed. Physical copy of the Notice of 32nd AGM along with Annual Report for the Financial Year 2024-25 shall be sent to those Members who request for the same by providing their holding details.
20. Members holding shares in physical mode and who have not updated their email addresses with the Company, are requested to update the same by submitting a duly filed and signed Form ISR-1 along with self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member, to the Company / Registrar and Transfer Agent (RTA) Members holding shares in dematerialized (demat) mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@abmindia.com.
21. SEBI vide its Circular dated 03rd November, 2021 and subsequent notifications, has mandated registration of PAN, KYC details and Nomination / Opt-out of Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination / Opt-out of Nomination details by sending a duly filled and signed Form ISR-1 to MUFG Intime India Private Limited. (Formerly: Link Intime India Private Limited) or by email to rnt.helpdesk@in.mpms.mufg.com from their registered email id. Further, Members who hold shares in physical

form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website www.abmindia.com.

22. As per Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in dematerialized (demat) mode. Further, SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
23. Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 07th August, 2024 (date of last AGM) are available on the website of the Company www.abmindia.com and on Ministry of Corporate Affairs' website. The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2025 has been updated on the website of the Company. The Shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
24. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode basis, the request shall be sent on cs@abmindia.com.

SPEAKER REGISTRATION - PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- a) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at cs@abmindia.com. Only those speaker registration requests received till 5.00 p.m. on, Monday, 25th August 2025 will be considered and allowed as speakers during the AGM.
- b) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period will commence at 9.00 a.m. on Tuesday, 26th August, 2025 and will end at 5.00 p.m. on Thursday, 28th August, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat**

mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected

Type of shareholders	Login Method
	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@abmindia.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@abmindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c) Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC / OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - b) Members are encouraged to join the Meeting through Laptops for better experience.
 - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
25. Mr. Upendra Shukla, Practising Company Secretary (Membership No. FCS 2727) has been appointed to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
26. In terms of Section 152 of the Act, Mrs. Supriya P. Rane is liable to retire by rotation at this Annual General Meeting and being eligible, offers her candidature for re-appointment.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.abmindia.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Details as required in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the respect of the Director seeking re-appointment at the AGM are as under:

i) Name	Mrs. Supriya P. Rane
DIN	00152890
Date of Birth / Age	19/04/1969 / 56 years
Date of first Appointment on the Board	27/04/2000
Qualifications	BE (Electronics), Postgraduate Diploma in System Management
Shareholding in the Company as on date of the Notice	24,54,000 equity shares of ₹ 5/- each
Nature of Experience	Systems and Processes
Brief Profile	Supriya P. Rane is an Electronics Engineer with a post-graduate diploma in System Management. She provides valuable advice and guidance to the Company on its overall growth especially in areas related to her expertise. The Company has been benefiting from her extensive experience for over a decade.
Terms and conditions of appointment or re-appointment	Mrs. Supriya P. Rane is a Non- Executive Director of the Company liable to retire by rotation
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Number of Board Meetings attended during the financial year	6
Relationship with other Directors or KMP	Mr. Prakash Rane – Managing Director - Husband
Directorship in other Companies	Nil

Names of listed entities in which the person also holds the directorship and Chairman / Member of the Committee of Board of other Companies	Nil
Listed entities from which the person has resigned in the past three years	Mrs. Supriya P. Rane is a Non- Executive Director of the Company liable to retire by rotation

ii) Name	Mr. Punit Jain
DIN	07325636
Date of Birth / Age	08/11/1963 / 61 years
Date of first Appointment on the Board	04/09/2020
Qualifications	B.Tech. in Electrical Engineering from IIT Bombay and PGDM from IIM Bangalore.
Shareholding in the Company as on date of the Notice	Nil
Nature of Experience	Banking and Financial Services, an elected member of NASSCOM's Product Council, to promote software product industry in India.
Terms and conditions of appointment or re-appointment	Re-appointment as the Independent Director of the Company for the second term of five (5) consecutive years.
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Number of Board Meetings attended during the financial year	4
Relationship with other Directors or KMP	Nil
Directorship in other Companies	Samvedna Microfinance Private Limited
Names of listed entities in which the person also holds the directorship and Chairman / Member of the Committee of Board of other Companies	Nil
Listed entities from which the person has resigned in the past three years	Nil
Whether the skills and capabilities required for the role have been identified, and whether the proposed person meets such requirements	Yes. Mr. Punit Jain has confirmed compliance with the independence criteria prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. He is not disqualified under Section 164 of the Act, has consented to act as an Independent Director, is not debarred by SEBI or any other authority, and holds no equity shares in the Company.

Mumbai, 23rd May, 2025

Corporate Identification Number (CIN): L67190MH1993PLC113638

By Order of the Board of Directors
Registered Office:

ABM House, Plot No. 268, Linking Road,
Bandra (W), Mumbai- 400 050.

Tel: 91 22 42909700 Fax: 91 22 42909701

E-mail: egovernance@abmindia.com

Website: www.abmindia.com

Sd/-
Sarika Ghanekar
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM OF SPECIAL BUSINESSES

ITEM NO. 4

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Approval for the appointment of Secretarial Auditors:

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and applicable provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint peer-reviewed firm of Company Secretaries in Practice as its Secretarial Auditor for a fixed term, subject to shareholders approval. The Audit Committee and the Board of Directors at their respective meetings held on 23rd May, 2025 considered and approved the appointment of M/s. Upendra Shukla & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Membership No. FCS 2727 and Certificate of Practice No. 1654) (Unique code no. S2024MH963100) as Secretarial Auditors of the for term of 5 (Five) consecutive financial years commencing from F.Y. 2025-2026 to F.Y. 2029-2030, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on following terms and conditions:

- a. Term of appointment:** Five (5) consecutive years from Financial Year 2025-2026 to Financial Year 2029-2030 (effective from 1st April, 2025).
- b. Proposed Fees:** The remuneration for the Secretarial Audit shall be determined by the Board of Directors, in consultation with the Audit Committee and the Secretarial Auditor, in accordance with applicable laws and prevailing industry standards.
- c. Basis of recommendations:** The recommendation is based on the satisfaction of the eligibility criteria and qualifications as prescribed under the Companies Act, 2013, the applicable Rules framed thereunder, and the SEBI Listing Regulations. It further considers the robustness of the secretarial audit approach, the firm's domain expertise, professional capabilities, demonstrated independence, extensive audit experience, and a comprehensive evaluation of the consistency and excellence of audit work undertaken by them in the past.
- d. Credentials:** M/s. Upendra Shukla & Associates is a Peer-Reviewed Firm of Company Secretaries in Practice, led by Mr. Upendra Shukla, a Fellow Member of the Institute of Company Secretaries of India (ICSI), with professional practice experience spanning over three decades since 1991. Mr. Shukla possesses extensive expertise in various facets of Corporate and Securities Laws, with a proven track record of advising and assisting a diverse portfolio of clients. His areas of specialization include, but are not limited to, Secretarial Audit, Bank Diligence Audit, SEBI Compliance Audit, and other corporate governance-related assignments. The Firm has successfully served a wide range of Listed and Unlisted Companies, across multiple industry sectors and varying organizational scales.

M/s. Upendra Shukla & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations and they have not rendered any services prohibited under SEBI circular dated 31st December, 2024, either directly or indirectly, to the Company or its group entities.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an **Ordinary Resolution**.

ITEM NO. 5

Re-appointment of Mr. Punit Jain (DIN: 07325636) as an Independent Director of the Company.

Mr. Punit Jain (DIN: 07325636) was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 04th September, 2020, in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the members. His first term shall conclude on 03rd September, 2025.

In terms of Section 149(10) read with Section 152 of the Act and Regulation 17(1C) of the SEBI Listing Regulations, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. In compliance thereof, the approval of the Members for re-appointment of the said Independent Director through Special Resolution is being sought at this Annual General Meeting prior to expiry of their respective first term.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 23rd May, 2025, after evaluating the performance, integrity, qualifications, experience and contribution of Mr. Punit Jain during his tenure, have recommended his re-appointment for a second term of five (5) consecutive years commencing from 04th September, 2025 to 03rd September, 2030, not liable to retire by rotation.

The Company has received declarations from Mr. Punit Jain, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Punit Jain is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to continue as the Independent Director, and he is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He did not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice. He has registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA) in compliance with Section 150 of the Act.

Brief Profile of Mr. Punit Jain is mentioned below:

Punit Jain holds a B. Tech in Electrical Engineering from IIT Bombay and PGDM from IIM Bangalore. He is currently the Co-Founder and Director of a Job Portal for the uneducated and unskilled. Before co-founding the Job Portal, he was the CEO of Nelito Systems Limited, a Software Company with focus on banking and financial services, from Feb, 2013 till Jun, 2020. Mr. Jain is an elected member of NASSCOM's Product Council, where he works with other software leaders to promote the software product industry in India, besides this he also mentors promising start-ups.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on 23rd May, 2025, taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Punit Jain during their respective tenures, formed an opinion that, Mr. Punit Jain confirm to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, is persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Director of the Company.

Mr. Punit Jain, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the notice of the Annual General Meeting and Corporate Governance Report forming part of the Annual Report.

The Board based on the recommendation of NRC and Board of Director, is of the view that continued association of Mr. Punit Jain as Independent Director of the Company would be of immense benefit and value to the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as a **Special Resolution**.

ITEM NO. 6

Revision of effective date for previously approved Remuneration increase of Mr. Prakash B. Rane (DIN: 00152393), Managing Director:

The Members had earlier approved the re-appointment of Mr. Prakash B. Rane (DIN: 00152393) as the Managing Director of the Company for a term of five years from 01st April, 2025 to 31st March, 2030, along with a revision in the terms of remuneration with effect from 01st April, 2026, through a special resolution passed by way of Postal Ballot on 14th November, 2024.

As per the approved resolution, Mr. Rane's remuneration was to remain unchanged for one year from the date of his re-appointment (i.e. after 01st April, 2026). However, based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 23rd May, 2025, it is now proposed to revise the effective date of any increase in his remuneration to 01st April, 2025, instead of the original approved. There is no change in the terms of remuneration and all other conditions remains the same as earlier approved by the Members.

This proposal is being made in recognition of Mr. Rane's consistent leadership and valuable contribution to the sustained growth and performance of the Company. The Board recommends this revision for Members approval.

None of the Director or Key Managerial Personnel of the Company and their relatives are interested in this special Resolution financially or otherwise except Mr. Prakash B. Rane and Mrs. Supriya P. Rane she being related to Mr. Prakash B. Rane, and other relatives of Mr. Prakash B. Rane who are deemed to be interested or concerned in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as a **Special Resolution**.

Mumbai, 23rd May, 2025

Corporate Identification Number (CIN): L67190MH1993PLC113638

By Order of the Board of Directors

Registered Office:

ABM House, Plot No. 268, Linking Road, Bandra (W), Mumbai- 400 050.

Tel: 91 22 42909700 Fax: 91 22 42909701

E-mail: egovernance@abmindia.com

Website: www.abmindia.com

**Sd/-
Sarika Ghanekar
Company Secretary**