



ABM KNOWLEDGEWARE LIMITED

CIN: L67190MH1993PLC113638
Registered Office: ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai 400 050
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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolutions set-out below are proposed to be passed by members by way of Postal Ballot/e-voting. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, setting out all the material facts pertaining to the resolution and a Postal Ballot Form is annexed to the notice for your consideration.

The Board of Directors has appointed Mr. Upendra Shukla, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Act read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Members to enable them to cast their votes electronically. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12th February, 2016 may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Ltd. ('NSDL').

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 23rd March, 2016. The Ballot Form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorised by him in his behalf, on 28th March, 2016 at 5.00 p.m. at the Registered Office of the Company situated at ABM House, Plot no. 268, Linking Road, Bandra (West), Mumbai - 400 050. The result would be displayed at the Registered Office of the Company, intimated to the BSE Limited (BSE) where the Company's shares are listed, published in the newspapers and also would be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.abmindia.com and website of the NSDL. The date of declaration of the result shall be deemed to be date of passing of the said Resolutions.

1. Sub-division of 1 (one) Equity Share of Rs.10/- each into 2 (two) Equity Shares of Rs.5/- each

To consider and to assent/dissent for passing of the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum & Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authorities, consent of the Company be and is hereby accorded that each Equity Share of the Company having a face value of Rs.10/- each be and is hereby sub-divided into 2 (two) Equity Shares of the face value of Rs.5/- each and consequently Memorandum and Article of Association be amended as under:

- 1) Clause V of the Memorandum of Association be deleted and substituted by the following new Clause :
 - V. The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores and Fifty Lakhs Only) divided into 2,50,00,000 Equity shares of Rs.5/- each with rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the capital for the Company and to divide the shares in the capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of the Company.'
- 2) Article 3 of the Articles of Association be replaced by the following new Article:
3. The Authorized Share Capital of the Company is as provided in Clause V of the Memorandum of Association of the Company'."

"RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s) issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies

(Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository participants in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all the matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

2. Appointment of Dr. Sumit D. Chowdhury (DIN:02117586) as an Independent Director :

To consider and to give assent/dissent for passing the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Dr. Sumit D. Chowdhury (DIN:02117586) in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Sumit D Chowdhury as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term upto 27th March, 2021.”

**By Order of the Board
ABM KNOWLEDGEWARE LTD.**

**(MS. SARIKA GHANEKAR)
COMPANY SECRETARY**

**Place: Mumbai
Date: 28/01/2016**

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed special businesses is annexed hereto.
2. The Notice of the Postal Ballot alongwith the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members, whose e-mail IDs are not registered but whose names appear in the Register of Members/Beneficial Owners as per details furnished by the Depositories as on 12th February, 2016. The members, who have registered their e-mail IDs for receipt of documents in electronic mode, will receive Notice by e-mail. Voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of the members as on 12th February, 2016.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, the Company is pleased to provide the Members, the facility to exercise their rights to vote by electronic means and the business may be transacted through e-mail services provided by NSDL.
4. Kindly note that the members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vic-e-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
5. A Member cannot exercise his/her vote by proxy on a Postal Ballot.
6. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting-out the material facts are available for inspection of the Members at the Registered Office of the Company between 10.00 a.m. to 12 noon on all the working days except Sunday and National Holidays upto 23rd March, 2016.
7. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at General Meeting of the Members.
8. A member may seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company's Registrar & Share Transfer Agent namely, Universal Capital Securities Pvt. Ltd. situated at 21, Shakil Niwas, Opp. Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093.

Instructions and other information relating to e-voting are as under:

The Voting period begins on 23rd February, 2016 at 9.00 a.m. and ends on 23rd March, 2016 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on 23rd March, 2016.

(a) In case of Shareholders receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz. “ABM Info e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of ABM Knowledgeware Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ucshukla@rediffmail.com or with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c) In case of queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

ITEM NO.1

The Equity shares of the Company are listed and actively traded on the BSE Ltd. With a view to broad base and encourage the participation of small investors by making Equity Shares of the Company affordable, the Board has considered and approved the sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association and Articles 3 of the Articles of Association to reflect the change in face value of each Equity Share.

The Director recommend passing of the resolution at Item No. 1 as Special Resolution.

Memorandum & Articles of Association and other relevant documents are available for inspection at the Registered Office of the Company during the normal working hours except on Saturday, Sunday and public holidays.

Directors, Key Managerial personnel and their relatives may be deemed to be interested in the resolution to the extent of the shares they are holding in the capital of the Company.

ITEM NO.2

Dr. Sumit D. Chowdhury is a global thought leader in the field of Smart Cities, Telecom & Information analytics. He is also the Program Director for PMU for Swachh Bharat Mission (Clean India Initiative) with the Ministry of Urban Development. He is a business leader and entrepreneur, having led large, hyper-growth, multinational telecom and consulting companies in US, Australia and India. He is a Visiting Faculty, teaching a course on Smart Cities at Carnegie Mellon University (USA), Academic Advisor to UWS (Australia), and Dean's Advisory Council of Heinz College, Carnegie Mellon University. He is on a panel working with TERI on Sustainable Cities, an expert with TM Forum Smart Cities Global Network and has spoken at several conferences by CII, IMC and FCCI.

He provides mentoring & funding to entrepreneurs in areas like M2M, Internet of Things, Smart Cities, health-care, mobile internet & career services. He is serving on the Board of several Start-ups. Dr. Sumit is a graduate of IIT Kanpur followed by MS and Ph.D from Carnegie Mellon University. He has a Certificate Diploma from Australian Institute of Company Directors.

He is the author of a bestselling career management book, 'Rules of the Game' published by Bloomsbury India that empowers readers to enhance productivity and fast-track their careers. He is represented by 'The Outstanding Speakers Bureau' and speaks in different forums on technology, career and management ideas. He is also a TEDx speaker, an avid painter, a trained musician and an active marathon runner and cyclist.

In view of his wide enlightened experience in business and management, the Board of Directors is of the view that associating Dr. Sumit D. Chowdhury as Director, the Company would benefit immensely. Hence, in compliance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is proposed to appoint Dr. Sumit D. Chowdhury as an Independent Director of the Company to hold office for a consecutive term of five years commencing from the date of passing the resolution i.e. 28th March, 2016 to 27th March, 2021.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of the prescribed amount proposing the candidature of Dr. Sumit D. Chowdhury for the office of Independent Director.

The Company has received from Dr. Sumit D. Chowdhury (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Sec. 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Dr. Sumit D. Chowdhury, proposed to be appointed as an Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment proposed to be issued to Dr. Sumit D. Chowdhury on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working days upto 23rd March, 2016.

The Board considers that the continued association of Dr. Chowdhury would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

Dr. Sumit D. Chowdhury and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested in the proposed Resolution.

**By Order of the Board
ABM KNOWLEDGEWARE LTD.**

**(MS. SARIKA GHANEKAR)
COMPANY SECRETARY**

**Place: Mumbai
Date: 28/01/2016**

ABM KNOWLEDGEWARE LIMITED

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POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Sr. No.

(1) Name & Registered

Address of the sole/first
named shareholder:

(2) Name(s) of the
joint holder(s)
(if any):

(3) Registered Folio No. /
Client ID/DP ID No.

(4) Number of Shares held:

(5) I/We hereby exercise my/our vote in respect of the Special Resolution/Ordinary Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares for which votes cast	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Sub-division of 1 (One) Equity Share of Rs.10/- each into 2 (Two) Equity Shares of Rs.5/- each.			
2.	Appointment of Dr. Sumit D. Chowdhury (DIN : 02117586) as an Independent Director.			

Place :

Date :

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes:

Kindly read the instructions printed overleaf before filing the form.

Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 23rd March, 2016.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Upendra C. Shukla, Practicing Company Secretary, in the attached self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed Business Reply Envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Company not later than 5.00 p.m. on Wednesday, 23rd March, 2016. All Postal Ballot Forms received after this date and time will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. Wednesday, the 23rd March, 2016.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.