

**Ref: ABMHO/CSD/BSE/SG/0684****Date: 11/06/2020**

To,  
The Listing Department  
BSE Limited  
1<sup>st</sup> Floor, P.J.Tower,  
Dalal Street, Fort,  
Mumbai 400 001.

**Company Code: ABMKNOWLEDGE: 531161****Sub: Declaration of Result of voting of Postal Ballot & E-voting****Dear Sir(s),**

We wish to inform you that the Company has conducted the Postal ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for obtaining shareholders' approval by way of Special Resolution for appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as a Non-executive Independent Director of the Company, for a term of 5 years as detailed in the Explanatory Statement.

The relevant resolution has been passed by the members based on the votes cast by Physical Ballot papers and e-voting.

In compliance with the requirements under clause 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results of Postal Ballot alongwith Scrutinizer's Report dated 11<sup>th</sup> June, 2020.

Also, we would further like to bring to your notice that the Company had vide announcement dated 26<sup>th</sup> March, 2020 had informed the BSE that the results would be declared once the situation becomes normal. Under Unlock-1 as per the government's guidelines effective from 08<sup>th</sup> June, 2020 offices are permitted to partially open. In view of this, submission of the report is delayed and the same is being submitted today.

We request you to kindly take the above information on your record.

Thanking you,

Yours Sincerely,

**For ABM Knowledgeware Limited**

**Sd/-**

**(Prakash B. Rane)**

**Founder & Managing Director**

**Details of Voting Results by Postal Ballot (including e-voting) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**
**1. Date of Declaration of Result: 11/06/2020**

<b>Resolution required: (Ordinary/Special)</b>			Special Resolution					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Description of resolution considered:</b>			Appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as Non-Executive Independent Director of the Company for a period of five (5) years w.e.f. 1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March, 2025					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	12986929	12985300	99.99	12985300	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12986929</b>	<b>12985300</b>	<b>99.99</b>	<b>12985300</b>	<b>0</b>	<b>100.00</b>
<b>Public-Institutions</b>	<b>E-Voting</b>	175028	0	0.00	0	0	0.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>175028</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	6840243	13262	0.19	13253	9	99.93	0.07
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (if applicable)</b>		5330	0.08	4826	504	90.54	9.46
	<b>Total</b>		<b>6840243</b>	<b>18592</b>	<b>0.27</b>	<b>18079</b>	<b>513</b>	<b>97.24</b>
<b>Total</b>		<b>20002200</b>	<b>13003892</b>	<b>65.01</b>	<b>13003379</b>	<b>513</b>	<b>100.00</b>	<b>0.00</b>

For ABM Knowledgeware Limited

Sd/-

(Prakash B. Rane)

Founder & Managing Director

# 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

11<sup>th</sup> June, 2020

The Chairman,  
ABM Knowledgeware Ltd.  
ABM House, Plot No. 268,  
Linking Road, Bandra (West),  
Mumbai 400 050

Dear Sir,

**Sub: Report on passing of Special Resolutions by Postal Ballot**

I am appointed as a Scrutinizer by ABM Knowledgeware Ltd (hereinafter referred to as “the Company”) for conducting the process of postal ballot in a fair and transparent manner for passing a resolution as per **Annexure-1** to this report as contemplated under Section 108 and 110 of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the ‘Rules’) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolution and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on 21/02/2020.

The Company has appointed NSDL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid email-Ids. The mails were Password Protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, passwords were sent physically for facilitating e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- |    |  |   |                        |
|----|--|---|------------------------|
| 1) | (a) Number of ballot paper posted on 24/02/2020 (physical)   | : | 887                    |
|    | (b) Number of ballot papers e-mailed on 24/02/2020   | : | 2428                   |
|    | (c) Number of ballot papers returned undelivered by Post   | : | 67                     |
|    | (d) Number of e-mails bounced/undelivered as per NSDL email<br>(E-mails were re-sent and also physical postal ballot papers were sent by post) | : | 340                    |
| 2) | Date of commencement of voting cycle   | : | 25/02/2020 (9:00 a.m.) |

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CHANDRASHAN  
KAR SHUKLA

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3)	Last date fixed for receiving ballot papers, duly completed	:	25/03/2020 (5:00 p.m.)
4)	Last date fixed for voting through e-voting	:	25/03/2020 (5:00 p.m.)
5)	(a) Number of response received (Physical)	:	23
	(b) Number of response received (e-voting)	:	32
	<b>Total</b>	:	<b>55</b>
6)	(a) Number of valid ballot papers received (Physical)	:	23
7)	(a) Number of invalid ballot papers received (physical)	:	0
	(b) Number of invalid e-voting	:	0
8)	<b>Resolution 1 (Special Resolution):</b>		
	(a) Number of votes cast “For the Resolution (physical)”	:	4,826 (20 Ballots)
	(b) Number of votes cast “For the Resolution (e-voting)”	:	1,29,98,553 (29 cases)
	<b>Total Number of votes cast for the Resolution</b>	:	<b>1,30,03,379 (100%)</b>
	(a) Number of votes cast “Against the Resolution (physical)”	:	504 (3 Ballots)
	(b) Number of votes cast “Against the Resolution (e-voting)”	:	9 (3 Cases)
	<b>Total Number of votes cast against the Resolution</b>	:	<b>513 (Negligible)</b>
9)	Number of invalid votes	:	Nil

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.

### Conclusion –

- (i) **For Resolution 1 (Special Resolution): Appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as Non-Executive Independent Director of the Company for a period of five years w.e.f. 1st April, 2020 to 31st March, 2025:**

“Since the number of votes cast by the Members in favour of the Resolution is more than three times the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed.”

**Note:** Due to sudden lock down announced by the Central and State Governments from 23<sup>rd</sup> March, 2020 onwards on account threat posed by COVID-19 pandemic, all the offices including that of RTA and

**UPENDRA SHUKLA**

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Postal authorities were closed and relevant records were not accessible. Under Unlock-1 as per the government's guidelines effective from 8<sup>th</sup> June, 2020 offices are permitted to partially open. In view of this, submission of the report is delayed and the same is being submitted to the Chairman today, 11<sup>th</sup> June, 2020 at 10.30 a.m.

Thanking you,

Yours faithfully,

UPENDRA  
CHANDRASHA  
NKAR SHUKLA

UPENDRA SHUKLA  
CHANDRASHA NKAR SHUKLA  
FCS: 2727/CP: 1654  
UDIN: F002727B000333497

**(U.C. SHUKLA)**  
**COMPANY SECRETARY**  
**FCS: 2727/CP: 1654**  
**UDIN: F002727B000333497**

Encl: as above.

**1. Special Resolution for appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as Non-Executive Independent Director of the Company for a period of five (5) years w.e.f. 1st April, 2020 to 31st March, 2025:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and by Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248), as Non-executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April, 2020 to 31st March, 2025 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors and the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

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CHANDRASHA  
NKAR SHUKLA



UPENDRA CHANDRASHA NKAR SHUKLA  
DIRECTOR  
10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000



**ABM Knowledgeware Limited - Postal Ballot**

**BASIS OF ACCEPTANCE**

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 21/02/2020, which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or "No" 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

**BASIS OF REJECTION**

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.

UPENDRA  
CHANDRASHA  
NKAR SHUKLA  
UPENDRA CHANDRASHA NKAR SHUKLA  
FCS: 2727/CP: 1654  
11/11/2019 11:11:11 AM

(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654