



# ABM KNOWLEDGEWARE LIMITED

## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS PURSUANT TO REGULATION 9 (1) AND SCHEDULE B OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AS AMENDED BY SEBI (PROHIBITION OF INSIDER TRADING) (AMENDMENT) REGULATIONS, 2018

### 1. PREFACE

This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons will be known as “ABM KnowledgeWare Limited Code of Conduct for Prevention of Insider Trading” hereinafter referred to as the “Code”. This code is prepared in accordance with Regulation 9(1) and Schedule B of the SEBI (Prohibition of Insider Trading) Regulation 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 effective from 1<sup>st</sup> April, 2019.

### 2. OBJECTIVE

The objective of the Code is to regulate, monitor and report trading by Designated Persons and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and other Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director and other Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

### 3. APPLICABILITY

This Code shall apply to Designated Persons, immediate relative of Designated Persons and other Connected Persons as per the provisions of this Code.

### 4. DEFINITIONS

For the purpose of this code:

- “Act” means the Securities and Exchange Board of India Act, 1992
- “Regulations” means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
- “Company” means **ABM KnowledgeWare Limited.**

- **“Code”** means this code of conduct for regulating, monitoring and reporting trading by Designated persons as modified from time to time.
- **“Board of Directors”** means Board of Directors of the Company.
- **“Compliance Officer”** means the Company Secretary for the time being of the Company or any officer appointed by the Board of Directors for the purpose of this Code and Regulations.
- **“Connected Person”** means
  - i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - (a) an immediate relative of connected persons specified in clause (i); or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e) an official of a stock exchange or of clearing house or corporation; or
    - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - (h) an official or an employee of a self-regulatory organization recognized or Authorized by the Board
    - (i) a banker of the company; or

- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.
- **“Designated Persons”** means the person occupying any of the following position in the Company:
  - (a) All Promoters of the Company
  - (b) All Directors / Executive Directors
  - (b) All Key Managerial Personnel
  - (c) Vice President / Assistant Vice President
  - (d) General Manager / Deputy General Manager / Assistant General Manager
  - (e) Heads of Departments, Manager / Deputy Manager / Assistant Manager
  - (f) All Executives working in Finance & Accounts, Sales & Marketing, Human Resource Department, Administration, Company Secretary & Legal Department, Project Development Professionals(g) All the employees in System Department and Internal Audit Department
  - (g) Any other key persons / Professionals / Consultants who, in the opinion are to of the management, be covered by this Code.
- **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis  
(Information published on the website of a stock exchange, would ordinarily be considered generally available.)
- **“Key Managerial Personnel” or “KMP”**, in relation to Company means
  - (i) the Chief Executive Officer or the Managing Director or the manager;
  - (ii) the Company Secretary;
  - (iii) the Whole-time Director;
  - (iv) the Chief Financial Officer; and
  - (v) such other officer as may be prescribed under the Companies Act.
- **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:
- **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- **"Insider"** means any person who is:
  - i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;

- **“Securities”** includes:
  - (a) shares, bonds, debentures or other marketable securities of a like nature;
  - (b) any kind of derivatives in the Securities of the Company; and
  - (c) such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time;
- **“Stock Exchange”** means, the Stock Exchange, where the shares of the Company are listed
- **“Threshold limit”** means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of ten lakh rupees
- **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly; **“Trading day”** means a day on which the recognized stock exchanges are open for trading; **“takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto
- **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-
  - (i) Financial results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - (v) Changes in key managerial personnel; and
  - (vi) Material events in accordance with the listing agreement.

Compliance Officer may decide any other matter also as Price Sensitive Information.

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

## **5. COMPLIANCE OFFICER**

1. The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
2. Assisting all employees in addressing any clarifications in the Regulations or this Code.
3. Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.
4. Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.
5. The Compliance Officer shall furnish to the Chairman of the Audit Committee a report on compliance of Code by designated persons on half yearly basis.
6. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors / designated persons for a minimum period of five years.

## **6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. All the information is to be handled on "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.
2. All Designated Persons and Connected Persons shall maintain the confidentiality of price sensitive information.
3. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
4. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
5. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.

5. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
6. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:
  - a) Names of immediate relatives and their PAN Nos.
  - b) Names of persons with whom such designated person(s) shares a material financial relationship and their PAN Nos.
  - c) Mobile number of Immediate Relatives which are used by them. Where mobile number is not available then land line number is required to be given.
  - d) Mobile number of persons with whom such designated person(s) shares a material financial relationship which are used by them. Where mobile number is not available then land line number is required to be given..
  - e) The names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

The above details are to be submitted to the Company as per **Annexure-1**

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

## **7. PROHIBITION ON TRADING WHEN THE TRADING WINDOW IS CLOSED**

1. The Designated Persons shall not trade in the securities of the Company when the Trading Window (trading period) to trade in Company’s securities is closed.
2. Trading window restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

3. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available

## **8. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **TRADING PLAN**

1. An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. Such Trading plan shall:
  - i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results
  - (iii) entail trading for a period of not less than twelve months;
  - (iv) not entail overlap of any period for which another trading plan is already in existence;
  - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (vi) not entail trading in securities for market abuse.
3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:
  - (i) the person is not in possession of unpublished price sensitive information; or
  - (ii) he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades; or such other undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer may thereafter approve the plan.
4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed

## **9. PRE-CLEARANCE OF TRADE**

1. When the trading window is open, trading by designated persons including their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade is above 10 lakhs i.e. highest closing price of share of the Company as on the date of receipt of application for pre-clearance of trade(s) should pre-clear the transaction. No designated person including their immediate relatives shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. The application for pre-clearance shall be made in the Form I
2. The designated persons have to furnish an undertaking in **Form I** to the effect that:
  - (i) he / she has no access to or has not received “Price Sensitive Information” up to the time of signing of the undertaking.
  - (ii) in case he / she has access to or receives price sensitive information after signing of the undertaking but before the execution of the transaction, he / she shall inform the Compliance Officer of the change in his / her position and that he /she would completely refrain from trading in the securities of the Company till the time such information becomes public.
  - (iii) he / she has not contravened the code of conduct for prevention of insider trading.
  - (iv) he / she will not execute a contra trade within 6 months from the date of purchase / sell of the security pursuant to this application.
3. The Compliance Officer shall issue Pre-clearance Order after receipt of application in **Form I**.
4. After receiving the Pre-clearance Order, designated persons including their immediate relative shall execute the trade within seven trading days failing which a fresh pre-clearance would be needed for the trades to be executed.
5. The designated persons including their immediate relative shall promptly give a letter of “Confirmation of Deal” to the Compliance Officer upon completion of the deal in **Form II**. In case the designated person decides not to trade after securing pre-clearance he / she must report his / her decision in writing as per **Form III**.



6. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. If contra trade is executed, inadvertently or otherwise, in violation of such restriction then the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

## **10. DISCLOSURES BY DESIGNATED PERSON**

### **Initial Disclosures**

1. Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the Company including the holdings of immediate relatives and holding of other persons for whom the Promoter / Designated Persons / Directors takes trading decisions as on the date of these regulations taking effect, to the Company within thirty days of these regulations taking effect in the prescribed **Form A**.
2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter including the holdings of immediate relatives and holding of any other persons for whom the Key Managerial Personnel / Directors takes trading decisions to the Company within seven days of such appointment or becoming a promoter in prescribed **Form B**.

### **Continual Disclosures**

1. Every Specified Persons shall disclose to the Company in **Form C** stating the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, exceeds the threshold limits as defined herein above;
2. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.
3. The disclosure of the incremental transactions after any disclosure shall be made by persons as specified in (1) above, when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

### **Quarterly / Annual Disclosures**

Designated Persons shall furnish to the Compliance Officer the following:

1. Quarterly statement of transactions in securities of the Company in **Form IV** annexed hereto to be submitted within 30 days of the close of each quarter. If there is no transaction in a particular quarter, nil statement need not be submitted.
2. Annual Statement of all their holdings in securities of the Company to be submitted within 30 days of the close of each Financial Year in **Form V** annexed hereto.

## **11. PENALTY FOR NON-COMPLIANCE OF THIS CODE**

1. Every Specified Person shall be individually responsible for complying with the provisions of the Code. (including to the extent the provisions hereof are applicable to his/her dependents).
2. Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
3. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include salary freeze, suspension, etc.
4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The decision of the Board of Directors with regard to any or all matters relating to this code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

**For ABM Knowledgeware Ltd.**

**(Prakash B. Rane)**  
**Managing Director**

**ANNEXURE-1**

**FORM FOR DISCLOSURE OF NAMES AND PERMANENT ACCOUNT NUMBER OR ANY OTHER IDENTIFIER AUTHORIZED BY LAW OF THE FOLLOWING PERSONS TO THE COMPANY ON AN ANNUAL BASIS AND AS AND WHEN INFORMATION CHANGES**

|   |  |
|---|--|
| <b>Annual Disclosure as of 1<sup>st</sup> April</b>                                   |  |
| <b>Name of the Designated Person</b>  |  |
| <b>PAN Number</b>   |  |
| <b>Contact address with Mobile/Land Line Number and Email ID</b>                      |  |
| <b>DP ID and Client ID (Self)</b>   |  |
| <b>Names of Education Institutions from which the Designated Person has graduated</b> |  |
| <b>Names of Past Employers</b>  |  |

**A. Details of Immediate Relatives \***

| <b>Relationship</b>                                 | <b>Name</b> | <b>PAN or any other Identifier authorized by Law</b> | <b>Mobile Number / Land Line</b> | <b>DP ID and Client ID</b> |
|---|-------------|--|----------------------------------|----------------------------|
| <b>Spouse</b>                                       |             |  |                                  |                            |
| <b>Child of the Designated Person or his spouse</b> |             |  |                                  |                            |
| <b>Parents</b>                                      |             |  |                                  |                            |
| <b>Sibling</b>                                      |             |  |                                  |                            |

\*Immediate relative mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

**B. Names of persons with whom such Designated Persons shares a material financial relationship \*\***

| <b>Relationship</b> | <b>Name</b> | <b>PAN or any other Identifier authorized by Law</b> | <b>Mobile Number / Land Line Number</b> | <b>DP ID and Client ID</b> |
|---------------------|-------------|--|---|----------------------------|
|                     |             |  |   |                            |
|                     |             |  |   |                            |

\*\*Material financial relationship mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

Signature of Designated Person

Date:

Place:

## FORM I

### APPLICATION FOR PRE-CLEARANCE

To,  
**Compliance Officer / Company Secretary**  
**ABM Knowledgeware Ltd**  
ABM House, Plot No. 268,  
Linking Road, Bandra(W),  
Mumbai- 400 050

Dear Sir/Madam,

#### **Application for Pre-clearance approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations) as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek prior approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

|     |  |  |  |
|-----|--|--|--|
| 1.  | Name of the Promoter / Director / Employee<br>(Designated Persons)   |  |  |
| 2.  | Designation  |  |  |
| 3.  | Number of securities held as on date   |  |  |
| 4.  | Folio No. / DP ID / Client ID No.  |  |  |
| 5.  | PAN No., DIN No & CIN No. (if any)   |  |  |
| 6.  | The proposal is for  |  | (a) Purchase of securities<br>(b) Sale of securities<br>(c) Subscription to securities |
| 7.  | Proposed date of trading in securities   |  |  |
| 8.  | Estimated number of securities proposed to be traded   |  |  |
| 9.  | Price at which the transaction is proposed   |  |  |
| 10. | Current market price (as on date of application)   |  |  |
| 11. | Whether the proposed transaction will be by Immediate Relative / persons mentioned under 6 (2) of the Regulations. |  |  |
| 12. | Folio No. / DP ID / Client ID No. where the securities will be credited / debited                                  |  |  |

I enclose herewith the form of Declaration signed by me.

Yours faithfully,

Signature of employee

Notes : 1. "Securities" shall have the meaning as defined under regulation 2 (1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. "Immediate Relative" means a spouse of a person, and includes parent, sibling and child of such person or the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

3. Disclosures to be made by above persons shall include those disclosures relating to trading by such person's immediate relatives, and also by any other person for whom the above persons takes trading decisions.

**FORM II**

**CONFIRMATION OF DEAL**

**Date:**

**To,**  
**Compliance Officer / Company Secretary**  
**ABM Knowledgeware Ltd**  
ABM House, Plot No. 268,  
Linking Road, Bandra(W),  
Mumbai- 400 050

Dear Sir / Madam,

I Mr/ Mrs. Ms. \_\_\_\_\_ confirm that the transaction for trading in shares for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / selling equity shares of the Company amounting to Rs. \_\_\_\_\_.

Signature:

Name:

Place:

**INTIMATION FOR NOT DECIDING TO EXECUTE/ NOT EXECUTE THE PRE-CLEARED TRANSACTION**

**Date:**

**To,**  
**Compliance Officer / Company Secretary**  
**ABM Knowledgware Ltd**  
ABM House, Plot No. 268,  
Linking Road, Bandra(W),  
Mumbai- 400 050

**Sub: Details of not executed pre-cleared transaction**

**Re: Your Pre-Clearance Approval Letter No. \_\_\_\_\_ dated \_\_\_\_\_**

Dear Sir/ Madam,

This has reference to the captioned matter and Pre-Clearance Approval Letter granted by you. I wish to inform that due to \_\_\_\_\_ (mention reason), I will not/ did not carry the pre-cleared transaction in the securities of the Company.

Please contact me on \_\_\_\_\_ in case you need further information/clarifications.

Yours truly,

**Signature:**

**Name:**

**Place:**

**Date:**

## QUARTERLY DISCLOSURE OF SHAREHOLDING

**Date:**

**To,**  
**Compliance Officer / Company Secretary**  
**ABM Knowledgeware Ltd**  
 ABM House, Plot No. 268,  
 Linking Road, Bandra(W),  
 Mumbai- 400 050

### 1. Details of shareholdings of designated persons

| Name | Designation | Dept. | No. of Shares Held on (beginning of the Quarter) | No. of Shares bought during the Quarter | No. of shares sold during the Quarter | No. of Shares held on (end of the Quarter) | Folio No. / DP Id/ Client ID |
|------|-------------|-------|--|---|---------------------------------------|--|------------------------------|
|      |             |       |  |   |                                       |  |                              |

### 2. Details of shareholding of immediate relative of designated persons

| Name | Relationship | No. of Shares Held on (beginning of the Quarter) | No. of Shares bought during the Quarter | No. of Shares sold during the Quarter | No. of Shares held on (end of the Quarter) | Folio No. / DP ID/ Client ID |
|------|--------------|--|---|---------------------------------------|--|------------------------------|
|      |              |  |   |                                       |  |                              |

I declare that I / my immediate relative have complied with the requirement of not entering into an opposite transaction i.e. buy / sale of shares of the Company within six months of sale / purchase of the shares of the Company.

**Signature:**

**Name:**

**Place:**

**Date:**

## ANNUAL DISCLOSURE OF SHAREHOLDING

Date:

To,  
**Compliance Officer / Company Secretary**  
**ABM Knowledgeware Ltd**  
 ABM House, Plot No. 268,  
 Linking Road, Bandra(W),  
 Mumbai- 400 050

**1. Details of shareholdings of designated persons**

| Name | Designation | Dept. | No. of Shares Held on 1 <sup>st</sup> April, _____ | No. of Shares bought during the year | No. of shares sold during the year | No. of Shares held on 31 <sup>st</sup> March, _____ | Folio No. / DP Id/ Client ID |
|------|-------------|-------|--|--------------------------------------|------------------------------------|---|------------------------------|
|      |             |       |  |                                      |                                    |   |                              |

**2. Details of shareholding of immediate relative of designated persons**

| Name | Relationship | No. of Shares Held on 1 <sup>st</sup> April, _____ | No. of Shares bought during the year | No. of Shares sold during the year | No. of Shares held on 31 <sup>st</sup> March, _____ | Folio No. / DP ID/ Client ID |
|------|--------------|--|--------------------------------------|------------------------------------|---|------------------------------|
|      |              |  |                                      |                                    |   |                              |

I declare that I / my immediate relative have complied with the requirement of not entering into an opposite transaction i.e. buy / sale of shares of the Company within six months of sale / purchase of the shares of the Company.

Signature:

Name:

Place:

Date:



**FORM A**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc) | Securities held as on the date of regulation coming into force             |     | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force |                               | Open Interest of the Option Contracts held as on the date of regulation coming into force |                               |
|--|--|--|-----|-------------------|---|-------------------------------|---|-------------------------------|
|  |  | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. |                   | Number of units (contracts * lot size)  | Notional value in Rupee terms | Number of units (contracts * lot size)  | Notional value in Rupee terms |
| 1  | 2  | 3  | 4   | 5                 | 6   | 7                             |   |                               |

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation:

Date:

Place:

**FORM B**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

| Name, PAN No., CIN/DIN & Addresses with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP |     | % of Share holding | Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP |                               | Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP |                               |
|--|---|---|--|-----|--------------------|---|-------------------------------|---|-------------------------------|
|  |   |   | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)   | No. |                    | Number of units (contracts * lot size)  | Notional value in Rupee terms | Number of units (contracts * lot size)  | Notional value in Rupee terms |
| 1  | 2   | 3   | 4  | 5   | 6                  | 7   | 8                             |   |                               |

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Signature:

Designation:

Date:

Place:

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

| Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with contact nos. | Category of Person (Promoters/ KMP / Directors / immediate relatives/ others etc.) | Securities held prior to acquisition/disposal                              |     | Securities acquired/Disposed   |     | % of shareholding |                  | Date of allotment advice/ acquisition of shares/ sale of shares specify |    | Date of intimation to company | Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) |  |       |  | Exchange on which the trade was executed |  |
|---|--|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|--|---|--|-------|--|--|--|
|   |  | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction   | Post transaction | From  | To |                               |  | Buy   |  | Sell  |  |  |  |
|   |  |  |     |  |     |                   |                  |   |    |                               |  | Value   | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) |  |  |
| 1   | 2  | 3  | 4   | 5  | 6   | 7                 | 8                | 9   | 10 | 11                            | 12   | 13  | 14                                     | 15    | 16                                     | 17                                       |  |
|   |  |  |     |  |     |                   |                  |   |    |                               |  |   |  |       |  |  |  |

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Signature:

Designation:

Date:

Place: