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Ref: ABM/HO/CSD/BSE/5427

Date: 28/03/2016

To,
The Manager,
Corporate Relationship Department,
BSE Limited,
P.J. Tower, Fort,
Mumbai-400001

Sub: Result of Postal ballot – Compliance of Clause 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Respected Sirs,

We wish to inform you 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 (1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for obtaining Shareholders' approval by way of resolution for Sub-division of 1 (one) Equity Share of Rs.10/- into 2 (two) Equity Shares of Rs.5/- each and for Appointment of Dr. Sumit D. Chowdhury (DIN: 02117586) as an Independent Director, as detailed in the Postal Ballot Notice dated 28th January, 2016.

The relevant resolutions have 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 Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith the details in the prescribed form along with the scrutinizer's report.

Please acknowledge the receipt.

Thanking you,

Yours sincerely,
For ABM Knowledgeware Ltd



(Prakash B Rane)
Managing Director
DIN: 00152393

Details of Voting Results by postal ballot (including e-voting) pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

1. Date of declaration of result : 28th March, 2016
2. Sub-division of 1 (one) Equity Share of Rs.10/- into 2 (two) Equity Shares of Rs.5/- each:
- a) Resolution required : Special Resolution
- b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	64,92,650	64,92,650	100%	64,92,650	0	100%	0%
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	--	--	--	--	--	--
	Total	64,92,650	64,92,650	100%	64,92,650	0	100%	0%
Public Institutions	E-voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Non - Institutions	E-voting	11,283	11,283	100%	11,183	100	99.11%	0.89%
	Poll	--	--	--	--	--	--	--
	Postal Ballot	2060	1680	81.55%	1680	0	81.55%	0%
	Total	13,343	12,963	97.15%	12,863	100	99.22%	0.78%
Total		65,05,993	65,05,613	99.99%	65,05,513	100	99.99%	0.001%

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

- a) Resolution required : Ordinary Resolution
- b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	64,92,650	64,92,650	100%	64,92,650	0	100%	0%
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	--	--	--	--	--	--
	Total	64,92,650	64,92,650	100%	64,92,650	0	100%	0%
Public Institutions	E-voting	--	--	--	--	--	--	--
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	--	--	--	--	--	--
	Total	--	--	--	--	--	--	--
Public Non - Institutions	E-voting	11,283	10,983	97.34%	10,983	0	100%	0%
	Poll	--	--	--	--	--	--	--
	Postal Ballot	1,960	1,105	56.38%	1,105	0	100%	0%
	Total	13,243	12,088	91.28%	12,088	0	100%	0%
Total		65,05,893	65,04,738	99.98%	65,04,738	0	100%	0%

For ABM Knowledgeware Ltd



(Prakash B Rane)
Managing Director
DIN: 00152393

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

26th March, 2016

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/Ordinary Resolutions by Postal Ballot

I am appointed as Scrutinizer by the Board of Directors of ABM Knowledgeware Ltd. for conducting the process of postal ballot in a fair and transparent manner for passing Resolutions as per Annexure-I to this report as contemplated under Section 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'):

Ballot papers were dispatched along with notice pursuant to Section 110 of the Act along with draft of Resolutions and explanatory statements as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members and names of Beneficial Holders as provided by Depository CDSL/NSDL as on 12/02/2016.

NSDL was appointed to conduct e-voting through their online e-voting system. Accordingly, Postal Ballot papers were emailed to those Shareholders holding valid email Id by NSDL. The mails were Password Protected as per SQTC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, were sent password physically by RTA for 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 22/02/2016 (physical) | : | 1,327 |
| | (b) Number of ballot papers e-mailed | : | 1,793 |
| | (c) Number of ballot papers returned undelivered by Post | : | 81 |
| | (d) Number of e-mails bounced/undelivered,
(E-mails were re-sent and also physical postal ballot
papers were sent by post). | : | 5 |
| 2) | Date of commencement of voting cycle | : | 23/02/2016 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers,
duly completed | : | 23/03/2016 (5:00 p.m.) |
| | Last date fixed for voting through e-mail (e-voting) | : | 23/03/2016 (5:00 p.m.) |



...2/

4)	(a) Number of response received (Physical)	:	25
	(b) Number of response received (e-voting)	:	25
	Total	:	50
5)	(a) Number of valid ballot papers received (Physical)	:	25
6)	(a) Number of invalid ballot papers received (physical)	:	Nil
7)	For Resolution 1:		
	(a) Number of votes cast "For the Resolution (physical)"	:	1,680 (25 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	65,03,833 (24 cases)
	Total Number of votes cast for the Resolution	:	65,05,513 (100.00%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	Nil
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	100 (1 Case)
	Total Number of votes cast against the Resolution	:	100 (Negligible)
8)	For Resolution 2:		
	(a) Number of votes cast "For the Resolution (physical)"	:	1,105 (24 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	65,03,633 (24 cases)
	Total Number of votes cast for the Resolution	:	65,04,738 (100%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	Nil
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	Nil
	Total Number of votes cast against the Resolution	:	Nil
9)	Number of invalid votes	:	Nil
	Number of votes rejected (on the ground of double voting)	:	Nil

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

A summarized statement showing the details of votes cast is annexed and forms part of this report (Annexure 2).

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



Conclusion –

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

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

- (b) **For Resolution 2: Appointment of Dr. Sumit D. Chowdhury (DIN: 02117586) as an Independent Director**

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

Thanking you,



Yours faithfully,


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

Encl: as above.

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

"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 credit 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."

...5/-



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

"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."



Details of Voting in terms of SEBI Circulars

ABM KNOWLEDGEWARE LTD							
POSTAL BALLOT							
SUMMARY REPORT FOR RESOLUTION APPROVING THE RESOLUTION 1							
Sr. No.	Particulars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	25	50.00	2,060	0.03	1,680	0.03
	Assent (E-voting)	24	48.00	65,03,833	99.97	65,03,833	99.97
1	SUB TOTAL	49	98.00	65,05,893	100.00	65,05,513	100.00
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	1	2.00	100	Negligible	100	Negligible
2	SUB TOTAL	1	2.00	100	Negligible	100	Negligible
3	Invalid	0	0	0	0	0	0
	TOTAL	50	100.00	65,05,993	100.00	65,05,613	100.00
SUMMARY REPORT FOR RESOLUTION APPROVING THE RESOLUTION 2							
Sr. No.	Particulars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	24	50.00	1,960	0.03	1,105	0.02
	Assent (E-voting)	24	50.00	65,03,933	99.97	65,03,633	99.98
1	SUB TOTAL	48	100.00	65,05,893	100.00	65,04,738	100.00
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	0	0	0			
2	SUB TOTAL	0	0	0	0	0	0
3	Invalid	0	0	0	0	0	0
	TOTAL	48	100.00	65,05,893	100.00	65,04,738	100.00




ABM Knowledgeware - 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 12/02/2016, 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 number of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

1. Where a ballot form is not signed.
2. Where a shareholder has not put any tick mark on either assent or dissent.
3. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
4. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
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 not received.
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 attested by other person / authority.




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