

**Ref: ABM/HO/CSD/BSE/AGM/2417****Date: 21/08/2015**

To,
The Listing Department,
The Bombay Stock Exchange Limited,
1ST Floor, P.J. Tower,
Dalal Street, Fort,
Mumbai 400 001.

Company Code: ABMKNOWLEDGE: 531161**Sub: Proceedings at 22nd Annual General Meeting pursuant to
Clause 31(d) of Listing Agreement****Dear Sir,**

This with reference to our 22nd Annual General Meeting which was held on 20th August, 2015 at 1st Floor, Dadar Bhagini Samaj, 3rd Lane, Hindu Colony, Dadar(E), Mumbai- 400 014.

As per the requirement of the Companies Act, 2013 and the Listing agreement, the Company had provided remote e-voting facility and poll at the AGM to its Shareholders for voting on the business to be transacted at the AGM of the Company.

The Company had appointed Mr. Upendra Shukla, Practicing Company Secretary as the Scrutinizer for the remote e-voting and poll at the AGM. Pursuant to Clause 31 (d) of the Listing Agreement we wish to state that the following Resolutions were passed by the Shareholders with requisite majority at the 22nd Annual General Meeting as per the report of the Scrutinizer.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, Profit & Loss Account for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon
2. To declare dividend @ 20% (i.e. Rs. 2/- per Equity Share) for the Financial Year ended 31st March, 2015.
3. To appoint a Director in place of Mr. M. N. Ahmed (DIN 00153168), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Firm Registration No. 101569W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of twenty sixth Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Mr. Sanjay Mehta as an Independent Director of the Company.(Ordinary Resolution)

6. To approve the re-appointment of and remuneration to Mr. Prakash B. Rane as Managing Director
(Special Resolution)

Kindly take the same on your record.

Thanking you,

Yours sincerely,
For ABM Knowledgeware Limited

A handwritten signature in black ink, appearing to read 'S. Ghanekar', with a horizontal line underneath the name.

(Sarika Ghanekar)
Company Secretary

Encl : a/a