

To,  
Mr. Prakash B. Rane  
Chairman of 22<sup>nd</sup> AGM,  
ABM Knowledgeware Limited,  
ABM House, Plot No. 268.  
Linking Road, Bandra (West),  
Mumbai - 400 050.

Dear Sir,

**Sub: Combined Report on e-voting and voting by Poll conducted at the 22<sup>nd</sup> Annual General Meeting of ABM Knowledgeware Limited.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 22<sup>nd</sup> Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 22<sup>nd</sup> Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Poll at the 22<sup>nd</sup> Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 22<sup>nd</sup> AGM of the Shareholders of the Company, held on Thursday, 20<sup>th</sup> August, 2015.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Poll, is also to make a Combined Report 'in favour' or 'against' the resolutions placed before the 22<sup>nd</sup> AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the NSDL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

EC-2727  
C.S.-1634  
11/11/15  
15

2/-

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> 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.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

**Resolution No. 2:** Ordinary Resolution: To declare final dividend for the year ended 31<sup>st</sup> March, 2015.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mr. M.N. Ahmed (DIN 00153168) who retires by rotation and is eligible for re-appointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

**Resolution No. 4:** Ordinary Resolution: 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 26<sup>th</sup> Annual General Meeting, and to fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-



**Resolution No. 5:** Ordinary Resolution: To Appoint Mr. Sanjay Mehta (DIN 00222080) as an Independent Director of the Company w.e.f. 22<sup>nd</sup> August, 2015

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	12	64,98,420	100	0	0	0	1	5
Poll	30	3,224	100	0	0	0	-	-
Combined	42	65,01,644	100	0	0	0	1	5

**Resolution No. 6:** Special Resolution: To Approve the reappointment of Mr. Prakash B. Rane (DIN: 00152393) as Managing Director for the period of five years w.e.f. 01<sup>st</sup> April, 2015 and his remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

- 7) Out of 30, NIL ballot paper was rejected.
- 8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you.



Yours faithfully,

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

Date: 21/08/2015  
Place: Mumbai