

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

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Mr. Prakash Rane,
Chairman,
ABM Knowledgeware Ltd.,
ABM House, Plot No. 268,
Linking Road, Bandra (West),
Mumbai-400 050.

Dear Sir,

Sub: Combined Report on E-voting and voting by Ballot conducted at the 24th Annual General Meeting of ABM Knowledgeware Ltd.

- 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 Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 24th 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 24th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 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 Ballot at the 24th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 24th AGM of the Shareholders of the Company, held on Thursday, the 27th July, 2017.
- 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 Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 24th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the NSDL and also votes cast on Ballot, I submit the consolidated results of the e-voting and the Ballot as under:

...2/-



(Handwritten signature)

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	18	12996527	100.00	0	0	0.00	0	0
Ballot	38	7722	100.00	0	0	0.00	0	0
Combined	56	13004249	100.00	0	0	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm the payment of interim dividend as final dividend on Equity Shares for the year ended 31st March, 2017.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	18	12996527	100.00	0	0	0.00	0	0
Ballot	38	7722	100.00	0	0	0.00	0	0
Combined	56	13004249	100.00	0	0	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mrs. Supriya P. Rane (DIN: 00152890) who retires by rotation and being eligible, offers herself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	18	12996527	100.00	0	0	0.00	0	0
Ballot	38	7722	100.00	0	0	0.00	0	0
Combined	56	13004249	100.00	0	0	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

...3/-



(Signature)

Resolution No. 4: Ordinary Resolution: To ratify appointment of M/s.Borkar & Muzumdar (Firm Registration No. 101569W) as Statutory Auditor of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responser received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	18	12996527	100.00	0	0	0.00	0	0
Ballot	38	7722	100.00	0	0	0.00	0	0
Combined	56	13004249	100.00	0	0	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

- 7) Out of 41 ballot papers, 3 ballot papers were rejected on the grounds of signature mismatch, double voting and incomplete details in the ballot paper, when reconciled with the records of the Registrar and Transfer Agent.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot 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: 28th July, 2017

Place: Mumbai