

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
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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 25th 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 25th 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 25th 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 25th 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 25th AGM of the Shareholders of the Company, held on Wednesday, the 8th August, 2018.
- 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 25th 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:



C-90, Snehadhara, Dadabhai Cross Road No.3, Vile Parle West, Mumbai - 400 056. Tel.: 2624 3350

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and 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/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	24	13003477	100.00	0	0	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	65	13213763	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 declare dividend on Equity Shares for the Financial Year ended on 31st March, 2018.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	24	13003477	100.00	0	0	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	65	13213763	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/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	23	13003457	100.00	1	20	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	64	13213743	100.00	1	20	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.

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Resolution No. 4: Special Resolution: To increase the remuneration of Mr. Prakash B. Rane (DIN:00152393) Managing Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	23	13003457	100.00	1	20	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	64	13213743	100.00	1	20	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 special resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: To appoint Mr. Devendra Parulekar (DIN:06705320) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	23	13003457	100.00	1	20	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	64	13213743	100.00	1	20	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. 6: Special Resolution: To determine the fees to be charged for service of documents in a particular mode.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	23	13003457	100.00	1	20	0.00	0	0
Ballot	41	210286	100.00	0	0	0.00	0	0
Combined	64	13213743	100.00	1	20	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 special resolution may be declared passed.



...4/-

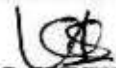
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- 7) Out of 42, one ballot paper was rejected on the ground of unsigned ballot paper as reconciled with the record of Registrar and Transfer Agent.
- 8) A List of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed are kept ready for handing over to the Company Secretary

Thanking you,



Your faithfully,


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

Date: 8th August, 2018
Place: Mumbai