

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of **ABM KNOWLEDGEWARE LIMITED** will be held on Friday, the 16th day of August, 2019 at 10.30 a.m. at 1st Floor, Dadar Bhagini Samaj, 3rd Lane, Hindu Colony, Dadar (E), Mumbai- 400 014 to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To declare Final dividend on Equity Shares for the Financial Year ended 31st March, 2019.
3. 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.
4. To re-appoint Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. Borkar & Muzumdar, Chartered Accountant, Mumbai (Firm's Registration No. 101569W) be and are hereby re-appointed as Statutory Auditors of the Company, for a further period of five (5) years, to hold the office from conclusion of this Annual General Meeting until the Conclusion of thirty first Annual General Meeting on such remuneration, inclusive of applicable taxes and out of pocket expenses incurred in connection with audit, as recommended by the Audit Committee and may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

AS SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 and other applicable provisions, if any of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Sharadchandra Abhyankar (DIN: 00108866), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination & Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 17th August, 2019 to 16th August, 2024.”

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 31A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to necessary approvals from the SEBI, Stock Exchange and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following persons (“hereinafter individually and jointly referred to as “Applicants”) and currently forming part of the 'Promoter & Promoter Group category' holding 9,129 equity shares aggregating 0.04% of the paid up capital of the Company, from “Promoter & Promoter Group category” to “Public Category”:

1. Mr. Baburao Bhikunaik Rane
2. Mrs. Sunita Baburao Rane

3. Mrs. Sharada Bhushan Rane

RESOLVED FURTHER THAT on approval of the members and Stock Exchange for the said re-classification, the Company shall effect such re-classification in the statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws.

RESOLVED FURTHER THAT the directors of the Company and the Company Secretary be and are hereby severally authorized to submit the application for reclassification to Stock Exchange wherein the securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.”

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. In terms of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
4. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10th August, 2019 to Friday, 16th August, 2019 (both days inclusive).
7. The Final dividend for the financial year ended 31st March, 2019, as recommended by the Board, if declared at the AGM, will be paid to those members whose name appears on the Register of Members of the Company as on 16th August, 2019 in case of physical shares, and to those members who hold the shares in demat form, as per the beneficiary position given by NSDL / CDSL.
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
9. Members holding shares in physical form are requested to intimate any changes in their address and / or bank mandate to Company's Registrar & Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd.
10. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and

Bank Account Details by every participant in securities market. Members holding shares in demat form, are therefore, requested to submit PAN and Bank Account details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN and Bank Details details to M/s. Universal Capital Securities Pvt. Ltd. or to the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheques should bear the name of the member. In the alternative Members can submit a copy of bank passbook / statement attested by the bank.

11. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses with the Company can register the same by sending mail to M/s. Universal Capital Securities Pvt. Ltd. or to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
13. The Company has sent Notice of the AGM, Annual Report and Attendance Slip in electronic mode to the shareholders who have registered their e-mail addresses with the Company / Depository Participant(s). However, an option is available to the shareholders to continue to receive the physical copies of the documents / Annual Reports by making a specific request quoting their Folio No. / Client ID & DP ID to Company / Registrar & Transfer Agent. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have so far not registered their email address with the Company or Depository Participant(s).
14. Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 8th August, 2018 (date of last AGM) are available on the website of the Company www.abmindia.com and on Ministry of Corporate Affairs' website. The Shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
15. Members are requested to bring their copies of Annual Report, Notice and Attendance slip duly completed and signed at the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for easy identification of attendance at Meeting.
16. All the documents referred to in accompanying Notice and other Statutory Registers are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
17. **PROCEDURE FOR E-VOTING:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be considered at the 26th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The shareholders who do not have access to electronic voting facility to send their assent or dissent may send it through ballot paper. Shareholders are requested to contact compliance officer of the Company for ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The e-voting period commences on 13th August, 2019 (9:00 am) and ends on 15th August, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th August, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Registrar of the Company .
- VI. The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- VI. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Upendra Shukla, Practising Company Secretary (Membership No. FCS 2727) has been appointed as the Scrutinizer for providing facility to the members of Company to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Chairman of the Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.abmindia.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
18. Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.
19. As per the provisions of Companies Act, 2013, Independent Director shall hold office for a term upto five (5) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing Special Resolution. Accordingly, resolution proposing re-appointment of Mr. Sharadchandra Abhyankar, Independent Director is given at Item No.5 of this Notice. Requisite declaration has been received from Independent Director seeking re-appointment. Details as required in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the respect of the Directors seeking appointment / re-appointment at the AGM are as under:

I	Name	Mrs. Supriya P. Rane
	Date of Birth	19/04/1969
	DIN	00152890
	Age	50 years
	Date of Appointment on Board	27/04/2000
	Qualification	BE (Electronics), Postgraduate Diploma in System Management
	Expertise in specific functional areas	Systems and Processes
	Other Directorships	Nil
	Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
	No. of Shares held in the Company	24,54,000 equity shares of ` 5/- each
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Supriya P. Rane is wife of Mr. Prakash B. Rane, Managing Director. He is holding 95,42,300 Equity Shares of the Company.

II	Name	Mr. Sharadchandra Abhyankar
	Date of Birth	09/10/1965
	DIN	00108866
	Age	53 years
	Qualification	B.A. (Economics & Commerce), LL.M; Solicitor
	Expertise in specific functional areas	Various branches of law including Corporate laws, Securities laws, anti-trust laws, Project finance, Telecom regulations, Constitutional litigations and International Commercial arbitrations.
	Other Directorships	1. Ashoka Buildcon Limited (Listed) 2. Ashoka Concessions Limited 3. Centaur Pharmaceuticals Private Limited
	Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	1. Ashoka Buildcon Limited (Stakeholders' Relationship committee- Chairman) 2. Ashoka Concessions Limited (Audit Committee- Member)
	No. of Shares held in the Company	Nil
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None

By Order of the Board of Directors

Mumbai, May, 24, 2019

Corporate Identification Number (CIN) : L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road,

Bandra (W), Mumbai- 400 050.

Tel: 91 22 42909700 Fax: 91 22 42909701

E-mail: egovernance@abmindia.com, Website: www.abmindia.com

Sarika Ghanekar
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT (In terms of Regulation 36(5) of Listing Regulations, 2015)

ITEM NO.4

Member of the Company had approved the appointment of M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Firm Registration No. 101569W) as Statutory Auditors at Twenty First AGM of the Company which is valid till Twenty Sixth AGM i.e forthcoming AGM of the Company. Borkar & Muzumdar ("the firm"), is a reputed 71 year old firm of Chartered Accountants providing Assurance, Taxation Consultancy and Financial Advisory Services. The Registered office of the Firm is at 21/168 Anand Nagar Om Co-op. Housing Society Anand Nagar Lane, Off Nehru Road, Santacruz (East), Mumbai - 400 055. The firm caters to a diverse set of organizations across India covering Individuals, Private sector firms/ companies, Public Sector Enterprises and Entities with international presence. The firm is also into Corporate Finance Transaction Support, Due Diligence Reporting, Tax-structuring, MIS Implementation/Reviews and Valuation Analysis. Currently the firm has 18 Partners currently. They are supported by a team of over 300 Staff comprising qualified Chartered Accountants, experienced associates, trainees and support personnel. The firm is empaneled with the C & AG as "Major Audit Firm" and also empaneled with the Reserve Bank of India under Category 1 for carrying out Central Statutory Audits of Banks.

On the recommendation of Audit Committee and in accordance with the Companies Act, 2013, the Board of Directors have considered and recommended the proposed appointment of M/s. Borkar & Muzumdar, Chartered Accountants as Statutory Auditors of the Company for another term of five (5) years from conclusion of this AGM till the conclusion of Thirty First AGM. M/s. Borkar & Muzumdar, Chartered Accountants have provided their consent and confirmed that their re-appointment, if made, would be within the limit specified under section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 as amended time to time. The proposed remuneration to be paid to M/s. Borkar & Muzumdar for the financial year is ₹ 8.5 Lakhs (Rupees Eight Lakhs Fifty Thousand).

EXPLANATORY STATEMENT

ITEM NO.5

Mr. Sharadchandra Abhyankar is a Solicitor and Advocate by profession. He is member of the Bombay Incorporated Law Society and has been a Registered Patent and Trade Mark Attorney. He has professional expertise of more than 30 years in various branches of law including corporate laws, securities laws, anti-trust laws, telecom regulations, constitutional litigation and international commercial arbitrations. He has authored several articles on various legal subjects in Indian and International journals and is a Guest Faculty at numerous seminars for professions.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing a special resolution by company for another term of upto 5(five) years on the Board of the Company. The Members of the Company had at the Annual General Meeting held on 18th September, 2014 approved the appointment of Mr. Sharadchandra Abhyankar for a period of 5(five) years.

Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Mr. Sharadchandra Abhyankar is eligible for re-appointment as Independent Director and had offered himself for re-appointment. In view of his rich experience, the Board of Directors recommends the proposal to re-appoint him as Independent Director for a term as mentioned in the respective special resolution.

The Company has received notice under Section 160 of the Act from Mr. Sharadchandra Abhyankar, signifying his candidature as an Independent Director of the Company. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations.

In the opinion of the Board, Mr. Sharadchandra Abhyankar is a person of integrity and has the relevant expertise and experience and fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as an Independent Director of the Company and is an independent of the management.

Brief resume of Mr. Sharadchandra Abhyankar, nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the notice of the Annual General Meeting and Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of Mr. Sharadchandra Abhyankar as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that association of Mr. Sharadchandra Abhyankar as an Independent Director would be immense benefit to the Company considering his expertise and experience.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, and his relative are concerned or interested, financially or otherwise, in this Resolution. The Board of Directors recommends for the Special Resolution at Item Nos. 5 of this Notice for approval of members.

ITEM NO.6

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015') has provided a regulatory mechanism for re-classification of promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group persons pursuant to Regulation 31A of Listing Regulations, 2015 for reclassifying them under the Public Category since their names have been included as a part of Promoter group merely because they are 'Immediate relative' of the Promoter and Managing Director of the Company, Mr. Prakash B. Rane as per the definition of promoter group as provided in SEBI (Issue Capital and Disclosure Requirements) Regulations, 2018 even though they are financially independent person, who take independent investment decisions, without consulting Mr. Prakash B. Rane and is no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with Company or with Mr. Prakash B. Rane, Managing Director of the Company.

No.	Name of Applicants	No. of shares held as on 6th May, 2019	% of total capital
1.	Baburao Bhikunaik Rane	5000	0.02
2.	Sunita Baburao Rane	2500	0.01
3.	Sharada Bhushan Rane	1629	0.01
	Total	9129	0.04

In the view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 10th May, 2019, have approved all the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons.

None of the concerned persons, acting individually and in concert directly or indirectly exercise control over the management and affairs of the Company. Their shareholding does not exceed 1% of the total share capital of the Company. Further, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of atleast 25% and proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution in the Item No.6 of the Notice as an Ordinary Resolution.

None of the Director or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that Mr. Prakash B. Rane and Mrs. Supriya P. Rane may be deemed to be concerned or interested in this resolution since the proposed outgoing Promoter Group members are related to them.

By Order of the Board of Directors

**Sarika Ghanekar
Company Secretary**

Mumbai, May, 24, 2019

Corporate Identification Number (CIN) : L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road,

Bandra (W), Mumbai- 400 050.

Tel: 91 22 42909700 Fax: 91 22 42909701

E-mail: egovernance@abmindia.com, Website: www.abmindia.com