



ABM KNOWLEDGEWARE LIMITED

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 as amended read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations that the resolution set-out hereunder for appointment of an Independent Director of the Company is proposed to be passed by the members of the Company by way of Postal Ballot / Electronic Voting ("e-voting").

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out all the material facts pertaining to the said Resolution, is annexed hereto, alongwith a Postal Ballot Form and postage prepaid envelope for your consideration.

The Board of Directors of the Company at its meeting held on 18th February, 2020 has appointed Mr. Upendra Shukla, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Rules 20 and 22 of Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility as an option for voting to all the Members of the Company. The Members have the option to vote either by Postal Ballot or through e-voting. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st February, 2020 may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Limited ('NSDL').

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the said form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than by 5.00 p.m. on Wednesday, 25th March, 2020 to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Chairman, after completion of the scrutiny of the voting by Postal Ballot and e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him in his behalf, on or before 27th March, 2020 at the Registered Office of the Company situated at ABM House, Plot no. 268, Linking Road, Bandra (West), Mumbai - 400 050. The result will be displayed at the Registered Office of the Company, will be intimated to the BSE Limited (BSE) where the Company's shares are listed, will be published in the newspapers and also will be displayed alongwith the Scrutinizer's Report on the Company's website viz. www.abmindia.com and website of the NSDL. The last date of receipt of postal ballot will be deemed to be the date of passing of the said Special Resolution.

Appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as Non-Executive Independent Director of the Company for a period of five (5) years w.e.f. 1st April, 2020 to 31st March, 2025:

To consider and to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and by Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248), as Non-executive Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 01st April, 2020 to 31st March, 2025 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors and the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**By Order of the Board
ABM KNOWLEDGEWARE LIMITED**

**Sd/-
(SARIKA GHANEKAR)
COMPANY SECRETARY**

**Place : Mumbai
Date: 18/02/2020**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the proposed Special Resolution stating all material facts and the reasons for the proposal is annexed herewith.
2. Relevant documents referred to in the Notice and statements are open for inspection by the members at the registered office of the Company on all working days between 10.00 a.m. to 12 noon on all the working days except Sunday and National Holidays upto 25th March, 2020.
3. Pursuant to the provision of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any, of the applicable law, the Resolutions contained in the Postal Ballot Notice dated 18th February, 2020 are being passed through Postal Ballot including voting through electronic means.
4. The Notice of the Postal Ballot alongwith the Postal Ballot Form and self-addressed Business Reply Envelope is being sent to all the members, whose e-mail IDs are not registered but whose names appear in the Register of Members/Beneficial Owners as per details furnished by the Depositories as on 21st February, 2020. The members, who have registered their e-mail IDs for receipt of documents in electronic mode, will receive Notice by e-mail. Voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of the members as on 21st February, 2020.
5. Kindly note that the members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice-versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
6. A Member cannot exercise his / her vote by proxy on a Postal Ballot.
7. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at General Meeting of the Members.
8. A member may seek duplicate Postal Ballot Notice and Postal Ballot Form from the Company's Registrar & Share Transfer Agent namely, Universal Capital Securities Pvt. Ltd. situated at 21, Shakil Niwas, Opp. Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai 400 093.
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches to the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Wednesday, 25th March, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. on Wednesday, 25th March, 2020 shall be deemed invalid.
10. Only members entitled to vote is entitled to fill-up, sign and return the Postal Ballot form. Any recipient of the Notice, who has no voting rights, should treat the Notice as intimation / information purpose only.
11. The Scrutinizer will submit his report after completion of scrutiny to the Chairman of the Company or any other person authorised by him in writing and the result of the voting by Postal Ballot will be announced by the Chairman of the Company or any Director of the Company duly authorised, on or before Friday, 27th March, 2020 and will also be displayed on the Company website www.abmindia.com and on the Notice Board of the Company and communicated to the stock exchange, depository, registrar and share transfer agent on the said date.

VOTING THROUGH ELECTRONIC MODE:

In compliance with provisions of Section 108, 110 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.

Instructions and other information relating to e-voting are as under:

1. The e-voting period will commence on Tuesday, 25th February, 2020 (9:00 a.m.) and will end on Wednesday, 25th March, 2020 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut off date 21st February, 2020 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
2. The Members must read the detailed procedure on electronic voting provided below.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned 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.

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***

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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 :
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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.nsd.com to reset the password.
3. 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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

ITEM NO. 1

Mr. Ashokkumar V. Dugade has completed his Master's Degree in Commerce. He is a Certified Associate of Indian Institute of Bankers. He also holds a Master Diploma in Computer Applications. He has attended number of training courses on Credit, Foreign Exchange, Treasury, IT, Management at RBI, NIBM, IIM and reputed institutions. He is a visiting lecturer to various Training Colleges and Institutions.

He has immense experience in the Banking Sector. He had joined Bank of Maharashtra in the year 1968. After working on various positions, he was promoted as General Manager (GM) in 1999 and worked as a General Manager till 2002. He handled the responsibility of development, supervision and control on the working of 160 branches in 4 regions of the Bank having total business outlay of around Rs.6,000 crores including FEX operations coupled with voluminous transactions of Treasury division. He has also worked as GM Inspection and Information Technology. He was appointed by Government of India as Executive Director of Bank of Maharashtra. He also took charge of the Indian Overseas Bank and during his tenure the business mix grew to a great extent.

During his tenure as Branch Manager at Bank of Maharashtra, "Better Management Trophy" was awarded to him three times by the Bank, for his exemplary performance at Worli Branch and at Industrial Finance Branch, in the years 1994-1995 and 1996-1997. He was appointed as the Honorable Chairman of Banking and Finance Committee of SME Chamber of Commerce. He was also appointed as Honorable member of Banking Committee of Jagtik Marathi Chamber of Commerce and Industry.

In view of his wide enlightened experience in Business, Management and Finance, the Board of Directors is of the view that associating Mr. Ashokkumar V. Dugade as Director, the Company would benefit immensely. Hence, in compliance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Ashokkumar V. Dugade as an Independent Director of the Company to hold office for a term of five years commencing from 01st April, 2020 to 31st March, 2025. The Nomination and Remuneration Committee of the Company has also recommended the appointment of Mr. Ashokkumar v. Dugade as an Independent Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Ashokkumar V. Dugade for the office of Independent Director.

The Company has received from Mr. Ashokkumar V. Dugade (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013.

In the view of the Nomination and Remuneration Committee and also based on the opinion of the Board, Mr. Ashokkumar V. Dugade fulfills all the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter of appointment proposed to be issued to Mr. Ashokkumar V. Dugade on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working days upto the last date for Postal Ballot i.e. 25th March, 2020 and also at the Company's website, www.abmindia.com.

The date of birth of Mr. Ashokkumar V. Dugade is 10th March, 1948. Since he will be completing 75 years of his age during his tenure as Independent Director i.e. on 10th March, 2023, it is proposed to pass a special resolution as required under the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends passing of the proposed Special Resolution.

Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:

Name of the Director	Mr. Ashokkumar V. Dugade
Director Identification Number	02922248
Nationality	Indian.
Age	72 years
Qualifications	a) Master's Degree in Commerce b) Certified Associate of the Indian Institute of Bankers c) Master Diploma in Computer Applications
Nature of his expertise in specific functional areas and Brief Resume	He has immense experience in Banking, management and administration.
No. of shares held in the Company	Nil.
Directorship in other Companies	Joy Realty Limited.
Chairman/Member of the Board Committee of other Companies	Member of the Audit Committee, Stakeholders and Relationship Committee and Nomination and Remuneration Committee in Joy Realty Limited.
Date of first appointment on the Board, meeting attended and last remuneration drawn	Not Applicable.
Relationship with other Director, manager and KMP	NIL.
Justification for choosing the appointee as Independent Director	As detailed in the Explanatory Statement.

Mr. Ashokkumar V. Dugade and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested financially or otherwise in the proposed Resolution.

By Order of the Board
ABM KNOWLEDGEWARE LIMITED

Sd/-
(SARIKA GHANEKAR)
COMPANY SECRETARY

Place: Mumbai
Date: 18/02/2020