

**Ref: ABM/HO/CSD/BSE/CC/1203****Date:12.05.2017**

To,  
The Listing Department  
BSE Limited  
1<sup>st</sup> Floor, P.J. Tower,  
Dalal Street, Fort,  
Mumbai 400 001.

**Company Code: ABMKNOWLEDG: 531161****Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sirs,

In continuation of our earlier intimation Ref: ABM/HO/CSD/BSE/0186 dated 24/01/2017, the Board of Directors of the ABM Knowledgeware Limited ("ABM") has approved a strategic investment in Instasafe Technologies Private Limited ("Instasafe") and executed definitive agreements including Share Purchase Agreement, Share Subscription and Shareholders' Agreement and related documents on 23<sup>rd</sup> January 2017.

We were informed by Instasafe that a meeting of their Board of Directors was held on 12<sup>th</sup> May, 2017 at 10.00 A. M wherein, inter alia, effective 12<sup>th</sup> May 2017, Mr. Prakash B. Rane and Mr. Sanjay Mehta have been appointed as the Nominee Directors on behalf of the Company on the Board of Instasafe Technologies Private Limited.

Upon satisfactory completion of conditions precedent under the said agreements, ABM has completed the purchase and the subscription of securities of Instasafe.

Consequent upon the satisfactory fulfilment of the condition precedent set forth in the said agreements, ABM has exercised its rights under the shareholders Agreement and accordingly, Mr. Prakash B. Rane and Mr. Sanjay Mehta have been appointed as Nominee Directors on the Board of Instasafe.

As per the earlier intimation dated 24/01/2017, the aggregate investment for ABM, excluding transaction charges, through secondary purchase and subscription of securities of Instasafe in tranches aggregates to INR13.78 Crore.

In view of the rights conferred on ABM by the said Shareholders Agreement and the Articles of Association of Instasafe, and the nomination of non- executive directors on the board of directors of the Instasafe, Instasafe became a subsidiary of ABM w.e.f. 12<sup>th</sup> May, 2017.

ABM was advised by M/s. Khaitan & Co. as its legal advisors and by M/s. FideliMent Ventures as its sole transaction advisor.

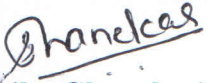
The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September 2015 are given in the enclosed Annexure.

This is for your information and record.

Thanking you.

Yours sincerely,

**For ABM Knowledgeware Limited**

  
(Sarika Ghanekar)  
Company Secretary



**Encl: a/a**

**Annexure**

Sr. No.	Details for the events	Information of events
1	Name of the target entity, details in brief such as Size, Turnover etc.	Instasafe Technologies Private Limited  Total Turnover: 91,52,868 as on March 31,2016
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the equity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No
3	Industry to which the entity being acquired belongs	Information Technology (IT)
4	Objects and effects of acquisition ( including but not limited to disclosure of reason for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>NASSCOM, Data Security Council of India (DSCI), expects digital and cyber security services, solutions and product market to grow in next 10 years from the current market size of US \$4 billion to US \$35 billion by 2025. In line with the scorching growth expected for the cyber security industry, various government bodies like DRDO, SDC's and CRPF have been very active in accessing such products and services from technology startups as India increases its focus on Digital India to use technology in government and offer government-to-citizen services.</p> <p>The strategic stake of ABM in Instasafe will add a bouquet of technology products to an already strong array of ABM portfolio of e government services. It will enable ABM to cross-pollinate its long-term deep relationships with government bodies to extend technology products of Instasafe relating to high-growth segment in cloud based cyber security solutions.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable.
6	Indicative time period for completion of the acquisition	Not Applicable.
7	Nature of consideration-whether cash consideration or share swap and details of the same.	Cash consideration



8	Cost of acquisition or the price at which the shares are acquired	Price paid per equity share: Rs.1300 Price paid per CCPS: Rs.842			
9	Percentage of shareholding/ control acquired and / or number of shares acquired	No. of equity shares	Percentage of shareholding	No. of Compulsorily Convertible Preference Shares (CCPS)	Percentage of shareholding
		25225	20.81%	71259	100%
		<p>Subject to the condition precedents and based on the performance and parameters set out in the definitive agreements, the acquired compulsory convertible preference shares will be converted into equity shares.</p> <p>Right to nominate 2 Directors by ABM out of total board size of (3) directors.</p>			
10	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, History of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p><b>INSTASAFE TECHNOLOGIES PRIVATE LIMITED</b></p> <p>A Private Limited Company incorporated and existing under the Companies Act, 1956 bearing CIN no as <b>U72200KA2012PTC066848</b> and having its</p> <p><b>Registered office at</b>          C1003, Salarpuri Symphony, Hosur Road, Electronic City PO, Bangalore, 560 100, India</p> <p><b>Date of Incorporation:</b> 22.11.2012</p> <p><b><u>BRIEF BACKGROUND</u></b></p> <p>Instasafe Technologies is a leading Cloud based Security-as-a-Service solution provider delivering comprehensive and uncompromising protection to mobile and remote workers enabling them to safely and securely access enterprise apps, email and web from anywhere on any network. Unlike appliance based solutions Instasafe offers a hardware free, zero configuration, self-service style, fully redundant Security-as-Service which could be deployed in minutes with comprehensive reporting.</p> <p>Instasafe was founded by in November 2012 by a seasoned team with more than 50+man years of experience in the Cybersecurity space. InstaSafe has been recognized as one of the top enterprise emerging</p>			

companies by Nasscom in its 'Emerge 50 initiative', 3 times winner of the CIO Choice awards, and has been a winner of the IBM Global Entrepreneurship program and incubated by Microsoft Ventures & Citrix Accelerators.

**TURNOVER OF THE LAST 3 YEARS**

Financial Year	Amount (INR)
As on 31 Mar 2014	9,97,655
As on 31 Mar 2015	31,88,164
As on 31 Mar 2016	91,52,868

*Instasafe mission is to make organizations more safe, secure & productive by leveraging the power of the cloud and it's Security Delivery Network aims to become the trusted cloud-based security platform globally that spans organizations, applications and devices to enable users to get work done more safely, efficiently—when, where and how they want.*

Visit [www.instasafe.com](http://www.instasafe.com) for more information.

