

Registered Office : ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050, INDIA.
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CERTIFIED COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY BY WAY OF POSTAL BALLOT / E-VOTING ON 23RD MARCH, 2016.

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum & Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authorities, consent of the Company be and is hereby accorded that each Equity Share of the Company having a face value of Rs.10/- each be and is hereby sub-divided into 2 (two) Equity Shares of the face value of Rs.5/- each and consequently Memorandum and Article of Association be amended as under:

1) Clause V of the Memorandum of Association be deleted and substituted by the following new Clause :

“(V) The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores and Fifty Lakhs Only) divided into 2,50,00,000 Equity shares of Rs.5/- each with rights , privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the capital for the Company and to divide the shares in the capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of the Company.”

2) Article 3 of the Articles of Association be replaced by the following new Article:

“(3) The Authorized Share Capital of the Company is as provided in Clause V of the Memorandum of Association of the Company”.

“RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificate(s) issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository participants in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all the matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary proper, expedient or incidental for the purpose of giving effect to this resolution."

For ABM Knowledgeware Ltd


(Sarika Ghanekar)
Company Secretary



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

The Equity shares of the Company are listed and actively traded on the BSE Ltd. With a view to broad base and encourage the participation of small investors by making Equity Shares of the Company affordable, the Board has considered and approved the sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association and Articles 3 of the Articles of Association to reflect the change in face value of each Equity Share.

The Director recommend passing of the resolution at Item No. 1as Special Resolution.

Memorandum & Articles of Association and other relevant documents are available for inspection at the Registered Office of the Company during the normal working hours except on Saturday, Sunday and public holidays.

Directors, Key Managerial personnel and their relatives may be deemed to be interested in the resolution to the extent of the shares they are holding in the capital of the Company.

For ABM Knowledgeware Ltd



(Sarika Ghanekar)
Company Secretary

