

Registered Office : ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050, INDIA.
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Ref: ABM/HO/CSD/BSE/AGM/2416

Date: 21/08/2015

To,
 The Listing Department,
 The Bombay Stock Exchange Limited,
 1ST Floor, P.J. Tower,
 Dalal Street, Fort,
 Mumbai 400 001.

Company Code: ABMKNOWLEDGE: 531161
Sub: Outcome of Voting of 22nd Annual General Meeting
As per Clause 35 A of Listing Agreement

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, we are herewith submit the voting results at the 22nd Annual General Meeting(AGM) of the Company held on Thursday, 20th August, 2015 at 11.00 a.m. at 1st Floor, Dadar Bhagini Samaj, 3rd Lane, Hindu Colony, Dadar(E), Mumbai- 400 014. The mode of voting was remote e-voting and poll at the AGM.

Date of the AGM: 20th August, 2015

Book Closure: 14th August, 2015 to 20th August, 2015 (both days inclusive)

Total number of shareholders on record date: 2745

No. of shareholders present in the meeting in person: 50

No. of shareholders present in the meeting through proxy: 3

Promoters and Promoter Group including Directors: 4

Public: 43 (excluding proxies and directors)

No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group: NA

The Agenda-wise Resolutions (Ordinary / Special) passed by remote e-voting and poll at the AGM are given below:

- To consider and adopt the Audited Balance Sheet as at 31st March, 2015, Profit & Loss Account for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public-others	3337188	8999	0.27	8999	0	100	0
Total	10001100	6501649	65.01	6501649	0	100	0

2. To declare Final Dividend on Equity Shares for the Financial Year ended on 31st March, 2015. (Ordinary Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public- others	3337188	8999	0.27	8999	0	100	0
Total	10001100	6501649	65.01	6501649	0	100	0

3. To appoint a Director in place of Mr. M.N. Ahmed (DIN 00153168), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public- others	3337188	8999	0.27	8999	0	100	0
Total	10001100	6501649	65.01	6501649	0	100	0

4. To ratify the appointment of M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Firm Registration No. 101569W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of twenty sixth Annual General Meeting, and to fix their remuneration. (Ordinary Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public- others	3337188	8999	0.27	8999	0	100	0
Total	10001100	6501649	65.01	6501649	0	100	0

5. To appoint Mr. Sanjay Mehta as an Independent Director of the Company (Ordinary Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public- others	3337188	8994	0.26	8994	0	100	0
Total	10001100	6501644	65.00	6501644	0	100	0

6. To approve the re-appointment of and remuneration to Mr. Prakash B. Rane as Managing Director (Special Resolution)

Promoter/ Public	No. of Shares Held (1)	No. of Votes polled (2)	% of polled on Outstanding Shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes in against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	6492900	6492650	99.99	6492650	0	100	0
Public Institutional holders	171012	0	0	0	0	0	0
Public- others	3337188	8999	0.27	8999	0	100	0
Total	10001100	6501649	65.01	6501649	0	100	0

Yours sincerely,
For ABM Knowledgeware Limited



(Sarika Ghanekar)
Company Secretary

To,
Mr. Prakash B. Rane
Chairman of 22nd AGM,
ABM Knowledgeware Limited,
ABM House, Plot No. 268,
Linking Road, Bandra (West),
Mumbai – 400 050.

Dear Sir,

Sub: Combined Report on e-voting and voting by Poll conducted at the 22nd Annual General Meeting of ABM Knowledgeware Limited.

- 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 the Listing Agreement, 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 the 22nd 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 22nd Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 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 Poll at the 22nd Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 22nd AGM of the Shareholders of the Company, held on Thursday, 20th August, 2015.
- 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 Poll, is also to make a Combined Report 'in favour' or 'against' the resolutions placed before the 22nd AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the NSDL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:



...2/-

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, Profit & Loss Account for the year ended as on that date together with 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

Resolution No. 2: Ordinary Resolution: To declare final dividend for the year ended 31st March, 2015.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01.649	100	0	0	0	-	-

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. M.N. Ahmed (DIN 00153168) who retires by rotation and is eligible 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65.01.649	100	0	0	0	-	-

Resolution No. 4: Ordinary Resolution: To ratify the appointment of M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Firm Registration no. 101569W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 26th Annual General Meeting, and to fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Respo nse	No. of shares/ votes
E-voting	13	64.98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01.649	100	0	0	0	-	-



Resolution No. 5: Ordinary Resolution: To Appoint Mr. Sanjay Mehta (DIN 00222080) as an Independent Director of the Company w.e.f. 22nd August, 2015

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares/votes
E-voting	12	64,98,420	100	0	0	0	1	5
Poll	30	3,224	100	0	0	0	-	-
Combined	42	65,01,644	100	0	0	0	1	5

Resolution No. 6: Special Resolution: To Approve the reappointment of Mr. Prakash B. Rane (DIN: 00152393) as Managing Director for the period of five years w.e.f. 01st April, 2015 and his remuneration.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares/votes
E-voting	13	64,98,425	100	0	0	0	-	-
Poll	30	3,224	100	0	0	0	-	-
Combined	43	65,01,649	100	0	0	0	-	-

- 7) Out of 30, NIL ballot paper was rejected.
- 8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you.



Yours faithfully,


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

Date: 21/08/2015
Place: Mumbai