

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of **ABM KNOWLEDGEWARE LIMITED** will be held on Thursday, the 20th day of August, 2015 at 11.00 a.m. at 1st Floor, Dadar Bhagini Samaj, 3rd Lane, Hindu Colony, Dadar (E), Mumbai- 400 014 to transact the following business:

AS ORDINARY BUSINESS :

1. 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.
2. To declare Final dividend on Equity Shares for the Financial Year ended 31st March, 2015.
3. To appoint a Director in place of Mr. M. N. Ahmed (DIN00153168), who retires by rotation and being eligible, offers himself for re-appointment.
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.

AS SPECIAL BUSINESS :

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjay Mehta (DIN 00222080), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term commencing 22nd August, 2015 up to 21st August, 2020."
6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to approval of the Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Prakash B. Rane (DIN 00152393) as the Managing Director of the Company under the Companies Act, 2013 for a period of five years with effect from 1st April, 2015 to 31st March, 2020 (both days inclusive), on terms and conditions set out below and remuneration of Mr. Prakash B. Rane (DIN 00152393) as the Managing Director of the Company for a period of three years with effect from 1st April, 2015 to 31st March, 2018.

A) Remuneration:

- a) **Basic Salary:** In the scale of ₹ 6,50,000 per month to ₹ 9,50,000/- per month with authority to Board at its absolute discretion, upon recommendation of Nomination & Remuneration Committee to fix the salary within the scale from time to time.

b) In addition to the aforesaid basic salary, he shall be entitled to following Perquisites and Allowance:

- i) Reimbursement of medical expenses incurred for himself and his family.
- ii) Leave Travel Allowance including expenses like travel, fare, lodging, boarding, conveyance and other incurred for self and family during leave / holiday travel periods, whenever undertaken, in India for an amount not exceeding of ₹ 3,50,000/-.
- iii) House Rent Allowance will be payable as per the rules of the Company.
- iv) Actual Fees of clubs including admission and membership fee.
- v) Actual premium for Personal Accident insurance policy and premium on medi-claim policy.
- vi) Provision of Credit Cards for use of Company's business.
- vii) Reimbursement of Gas, Electricity and Water charges at residence.
- viii) Use of vehicles for official purpose including payment of fuel costs, repairs, maintenance, running expenses and driver's salary.
- ix) Payment or reimbursement of telephone, mobile, fax, internet connectivity and other communication facilities at residence.
- x) Reimbursement of all cost, charges and expenses including entertainment expenses as may be incurred for the purpose of or on behalf of Company.
- xi) Gratuity payable as per rules of the Company.
- xii) Leaves with full pay or encashment thereof for un-availed leaves as per the rules of the Company.
- xiii) Company's Contribution towards Pension Scheme or Superannuation Fund and Provident Fund at rates as per Company's rules.
- xiv) All other payments or reimbursements in nature of perquisites and allowances agreed by Board of Directors from time to time.

c) Commission: Commission as determined by the Board of Directors on recommendation of Nomination and Remuneration Committee, which will be payable at end of each financial year after the annual accounts are approved by the Board, provided that the remuneration paid as Basic Salary, Allowances, Perquisites and Commission shall not exceed the overall ceiling laid down under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as may for time being in force.

Perquisites shall be evaluated as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. However, contribution towards pension scheme, superannuation fund, provident fund, gratuity fund, use of vehicles, credit cards for official purposes, Telephone, internet connectivity and other communication facilities at residence, and encashment of un-availed leave at the end of the year shall not be treated as perquisites.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the Managing Director, the Company has loss, no profits or its profits are inadequate, the Company will pay a minimum remuneration by way of salary, allowances and perquisites as specified in A) above, even if it exceeds five percent of the net profits of the Company.

e) Overall Remuneration:

The aggregate of salary, allowances, perquisites and commission in any one financial year shall not exceed the

overall limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as may for time being in force.

f) Termination of Term of Office:

The Company will have the right to terminate the term of office of Managing Director at any time by giving notice of not less than three months in writing or three months' salary and allowances in lieu thereof. The Managing Director shall also have a right to relinquish his office at any time before expiry of his term by giving notice of not less than three months.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to alter, amend or vary the terms and conditions of the appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Prakash B. Rane subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013, or subject to approval of the Central Government or such other authority, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedient or desirable in order to give effect to above resolution."

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed with this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14th August, 2015 to 20th August, 2015 (both days inclusive).
5. The Final Dividend for the Financial Year ended 31st March, 2015, as recommended by the Board, if approved at the AGM, will be paid to those members or their mandates whose name appears on the Register of Member of the Company as on the book closure dates.
6. 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.
7. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Universal Capital Securities Pvt. Ltd. or to the Company.

8. Members who continue to hold shares in physical form are requested to intimate any changes in their addresses and / or bank mandates to Company's Registrar & Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd.
9. 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.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company's Registrar & Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd. / Depositories.
11. The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email addresses with the Company or Depository Participant(s).
12. Pursuant to Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the "Investor Education and Protection Fund" constituted by the Central Government. Shareholders who have not encashed / claimed and / or misplaced the dividend are requested to write to Registrar and Share Transfer Agent of the Company for claiming the dividend. Members are advised that once the unpaid / unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
13. 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.
14. 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.
15. **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 by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting (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 remote e-voting period commences on 17th August, 2015 (10:00 am) and ends on 19th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
- (i) Open email and open PDF file viz; "ABM remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password / PIN for remote e-voting. Please note that the Password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put User ID and Password as initial Password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the Password / PIN with new Password of your choice with minimum 8 digits / characters or combination thereof. Note new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "ABM Knowledgeware Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD / PIN</u> |
|--|-----------------------|------------------------------|
| (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | | |
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password / PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 13th August, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e 13th August, 2015, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or to Company's Registrar and Share Transfer Agent. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your Password, you can reset your Password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.

- XI. 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.
- XII. Mr. Upendra Shukla, Practising Company Secretary (Membership No.FCS 2727) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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.
- XV. The Results declared along with 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.
16. 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.
17. Information required under Clause 49 of the Listing Agreement relating to Corporate Governance with respect to the Director being appointed / re-appointment and Director retiring by rotation and being eligible, seeking re-appointment is as under:

I.	Particulars	Mr. M. N. Ahmed
	Date of Birth	15/01/1953
	DIN	00153168
	Age	62 years
	Date of Appointment on Board	27/04/2000
	Qualification	FCA from Institute of Chartered Accountants and CPA from American Institute of certified public Accountants, USA
	Expertise in specific functional areas	Mr. M. N. Ahmed is a Fellow Member of the Institute of Chartered Accountants of India and a qualified CPA from American Institute of Certified Public Accountants, USA. He has over 39 years of Professional experience of handling Income Tax, Company Law and Audit matters for his clients. He has also wide experience in Business Advisory Services.
	Other Directorships	Shree Krishna Agro Industrial Services Pvt. Ltd. Capri Corporate Services Pvt. Ltd. Meridian Corporate Services Ltd. Mordril Properties (India) Pvt. Ltd. Midex Airlines Pvt. Ltd.
	Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
	No. of Shares held in the Company	As on 31 st March, 2015, Mr. M.N. Ahmed is holding 21,300 shares of the Company through his relatives.

II.	Particulars	Mr. Sanjay Mehta
	Date of Birth	29/01/1971
	DIN	00222080
	Age	44 years
	Date of Appointment on Board	27/04/2000
	Qualification	BE (Electronics) from Mumbai University; Microsoft Certified Professional
	Expertise in specific functional areas	Mr. Mehta is an Investor - Technology Evangelist and first generation serial entrepreneur. He has approximately 15 years of experience. He has been recognized as Most Active Angel Investor by VCCircle& Inc42 in 2014 and Forbes in 2015. Mr. Mehta is an active Member of Indian Angel Network, Mumbai Angels and many more. Key areas of his interest includes Business Intelligence, Branding, Marketing, Start-up Investments, Technology Learning etc..
	Other Directorships	MAIA Intelligence Pvt. Ltd. Bluestar Software Pvt. Ltd. Purple Corporate Services Pvt. Ltd. Centre of Recognition & Excellence Pvt. Ltd. Zipper Pvt. Ltd. LogiNext Solutions Pvt. Ltd.
	Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
	No. of Shares held in the Company	Nil

III.	Particulars	Mr. Prakash B. Rane
	Date of Birth	21/12/1965
	DIN	00152393
	Age	49 years
	Date of Appointment on Board	27/04/2000
	Qualification	B.Tech, M.M.S.
	Expertise in specific functional areas	Mr. Prakash B Rane is a first generation entrepreneur and has 17 years' experience in the field of e-Governance and 25 years' experience in IT business in govt. sector in India. Some of his areas of expertise are conceptualization and execution of e-Government project with high potential for replication, Business Management, Thought Leadership in business segment, Enterprise wide IT strategy and execution, Software Project Management, New Business Development, Risk Assessment and Mitigation, Talent Management.
	Other Directorships	Invictus Clubs & Resorts Pvt. Ltd Diagnostica Thrombus Pvt. Ltd
	Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
	No. of Shares held in the Company	Mr. Prakash B Rane is holding 47,71,150 Equity Shares of the Company. Together with his relatives he is holding 60.01% of the total paid up capital.

Mumbai, May, 26, 2015

Corporate Identification Number (CIN):L67190MH1993PLC113638

By Order of the Board of Directors

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 (Pursuant to Section 102 of the Companies Act, 2013)****ITEM NO.5**

Mr. Sanjay Mehta is an Engineer, Technology Evangelist and first generation serial entrepreneur. He is Software professional, entrepreneur having built 2 software product companies & successfully exited them. He is an active member of Indian Angel Network, Mumbai Angels, B2B 1K Ventures & Venture Nursery. He is Angel Investor with portfolio of 34 startup companies. He was featured in Forbes as most active angel investor in 2015 & by VC Circle in 2014. He is closely associated with various engagements with CIO community in India.

In view of his rich experience, the Board expects that with his induction as a Member of the Board, the Company would benefit immensely and he will prove to be an asset to the Company. So it is proposed to appoint Mr. Sanjay Mehta as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years commencing from 22nd August, 2015 up to 21st August, 2020. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sanjay Mehta for the office of Directors 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 Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sanjay Mehta is a person of integrity and has the relevant expertise and experience and fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and he is an independent of the management.

Brief resume of Mr. Sanjay Mehta, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, 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. Sanjay Mehta as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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 is concerned or interested, financially or otherwise, in this Resolution. The Board of Directors recommends for your approval, the Ordinary Resolutions as set out at Item No.5 for the appointment of Mr. Sanjay Mehta as Independent Director of the Company.

ITEM NO.6

Considering the significant growth achieved by the Company and the ambitious growth plan for immediate future, the responsibilities borne by the Mr. Prakash B. Rane as the Managing Director and also at par with industry standards, the Board of Directors of the Company in its Meeting held on 25th March, 2015 has pursuant to recommendation of Nomination and Remuneration Committee and subject to approval of Members, approved re-appointment of Mr. Prakash B. Rane as Managing Director for a term of five years w.e.f. 1st April, 2015 to 31st March, 2020 and remuneration for a period of three years w.e.f. 1st April, 2015 to 31st March, 2018 on such terms and conditions laid out in the resolution mentioned in Item No.6.

Mr. Prakash B. Rane is B. Tech., M.M.S. and has been associated with the Company for last 17 years. The Board of Directors

notice that he has been instrumental in spearheading the growth of the Company as a result of his continuous efforts and hardwork the Company has attained a leadership position in niche of e-Governance in a short span of time. He is sole Executive Director taking care of Company's Business. In view of the valuable contributions towards overall development and strategies of the Company, the Board of Directors recommends this resolution to be passed as Special Resolution by the Members of the Board at the ensuing Annual General Meeting.

Mr. Prakash B. Rane is also one of the Promoters of the Company holding 47,71,150 Equity Shares singly. His wife, Mrs. Supriya P. Rane is also holding 12,27,000 Equity Shares. Together with her and other relatives, Mr. Prakash B. Rane is holding 60.01% of the total paid up capital.

Brief resume of Mr. Prakash B. Rane, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the notice of the Annual General Meeting and Corporate Governance Report forming part of the Annual Report.

None of the Directors or Key Managerial Personnel of the Company and their relatives is interested in this Special Resolution financially or otherwise except Mr. Prakash B. Rane. Mrs. Supriya P. Rane, she being related to Mr. Prakash B. Rane, and other relatives of Mr. Prakash B. Rane who are deemed to be interested or concerned in this resolution.

By Order of the Board of Directors

Sarika Ghanekar
Company Secretary

Mumbai, May, 26, 2015

Corporate Identification Number (CIN): L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road, Bandra (W), Mumbai- 400 050.

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REPORT

2014-2015