

 E-Governance

 Smart Cities

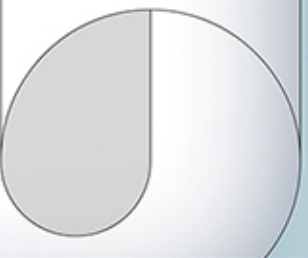
 E- Municipality

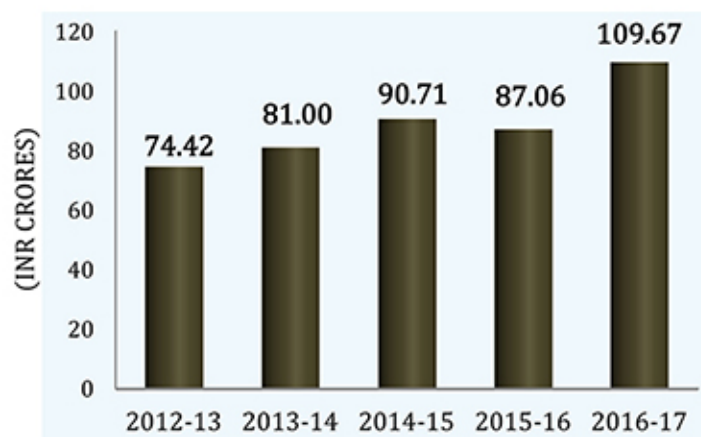
SOLUTIONS SERVICES



2016 - 2017

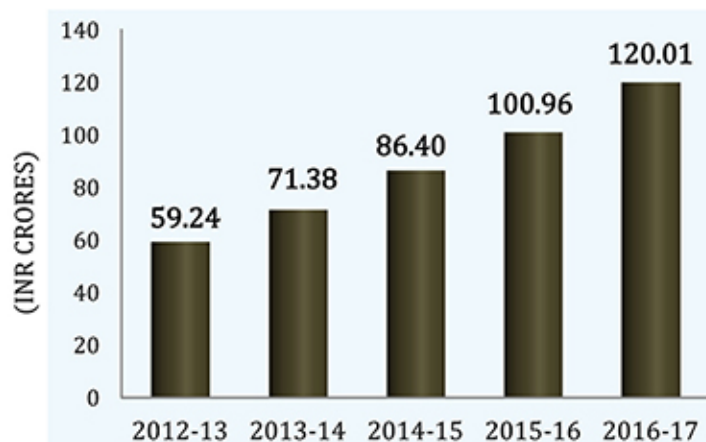
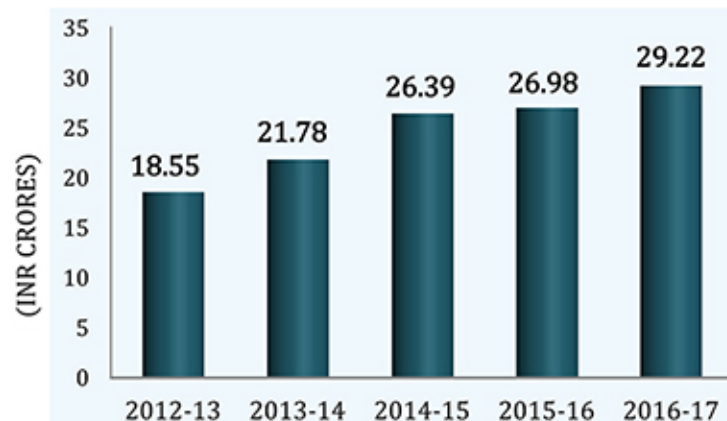
24th Annual Report





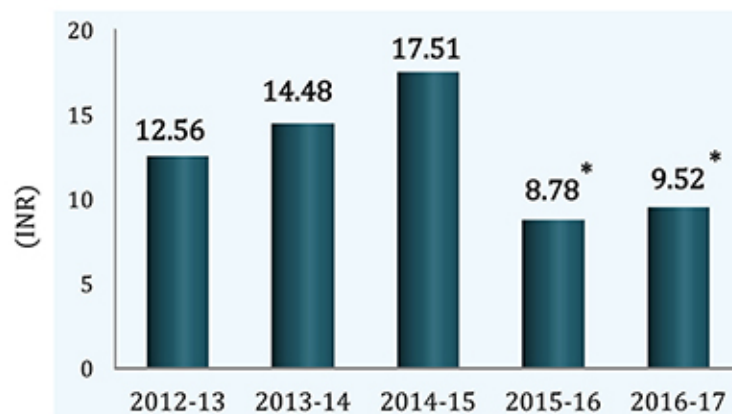
Gross Sales

Profit Before Tax



Net Worth

EPS



*Equity share of ₹ 10/- each was subdivided into 2 Equity shares of ₹ 5/- each

BOARD OF DIRECTORS

PRAKASH B. RANE (Managing Director)
SUPRIYA P. RANE
M. N. AHMED
SHARADCHANDRA D. ABHYANKAR
SANJAY B. MEHTA
DR. SUMIT D. CHOWDHURY

Registered Office

ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai- 400 050.
 Tel.: +91 22 42909700 • Fax: +91 22 42909701
 CIN: L67190MH1993PLC113638
 E-mail: egovernance@abmindia.com • www.abmindia.com

Auditors

M/s. Borkar & Muzumdar

Bankers

CANARA BANK

**Registrars &
Share Transfer
Agents**

M/s. Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas,
 Mahakali Caves Road, Andheri (E), Mumbai 400 093.
 Tel.: +91 22 28207203 - 05 / 28257641

Company Secretary

Sarika Ghanekar
 E-mail : sarika.ghanekar@abmindia.com

CONTENTS

NOTICE	02
DIRECTORS' REPORT	07
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	10
REPORT ON CORPORATE GOVERNANCE	31
CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY	46
AUDITORS' REPORT ON CORPORATE GOVERNANCE	46
SECRETARIAL AUDIT REPORT	47
INDEPENDENT AUDITORS' REPORT	49
BALANCE SHEET	55
STATEMENT OF PROFIT & LOSS	56
CASH FLOW STATEMENT	57
SIGNIFICANT ACCOUNTING POLICIES	58
NOTES ON FINANCIAL STATEMENTS	66

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of **ABM KNOWLEDGEWARE LIMITED** will be held on Thursday, the 27th day of July, 2017 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, 2017, 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 dividend on Equity Shares for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mrs. Supriya P. Rane (DIN 00152890), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s. Borkar & Muzumdar as Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the twenty first Annual General Meeting appointing M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Firm Registration No. 101569W) as Statutory Auditors of the Company to hold the office until the conclusion of twenty sixth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Borkar & Muzumdar, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as may be fixed by the Board of Director of the Company.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. In terms of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st July, 2017 to Thursday, 27th July, 2017 (both days inclusive).
6. The dividend for the financial year ended 31st March, 2017, as recommended by the Board, if declared at the AGM, will be paid to those members whose name appears on the Register of Members of the Company as on 27th July, 2017 in case of physical shares, and to those members who hold the shares in demat form, as per the beneficiary position given by NSDL / CDSL.

7. 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.
8. Members holding shares in physical form are requested to intimate any changes in their address and / or bank mandate to Company's Registrar & Transfer Agent, M/s. Universal Capital Securities Pvt. Ltd.
9. 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.
10. 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.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with Depository Participant(s). Members who have not registered their e-mail address with the Company can register the same by sending mail to M/s. Universal Capital Securities Pvt. Ltd. or to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
12. The Company has sent Notice of the AGM, Annual Report and Attendance Slip in electronic mode to the shareholders who have registered their e-mail addresses with the Company / Depository Participant(s). However, an option is available to the shareholders to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No. / Client ID & DP ID to Company / Registrar & Transfer Agent. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s).
13. Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund(Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company requests all the shareholders to encash / claim their respective dividend during prescribed period. The Shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
14. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to demat account of the IEPF Authority in accordance with the IEPF Rules. Members are requested to contact Registrar & Transfer Agent or Company for encashing the unclaimed dividends standing to the credit of their account.
15. 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.

16. 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.

17. 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 and Regulation 44 of Listing Regulations, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be considered at the 24th 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 24th July, 2017 (9:00 am) and ends on 26th July, 2017 (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 20th July, 2017, 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.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "ABM remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the Company / Depository participant(s)) and verification code as displayed. 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.

Note: Shareholders who forgot the User Details / Password can use “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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 20th July, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 20th July, 2017, 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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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 for providing facility to the members of Company 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 alongwith 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.
18. 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.
19. Mrs. Supriya P. Rane, Director of the Company, retired by rotation and being eligible, offer herself for re-appointment at the forthcoming Annual General Meeting. The relevant details of Director seeking re-appointment under Item No. 3 are as under:

Particulars	Mrs. Supriya P. Rane
Date of Birth	19/04/1969
DIN	00152890
Age	48 years
Date of Appointment on Board	27/04/2000
Qualification	BE (Electronics), Postgraduate Diploma in System Management
Expertise in specific functional areas	Systems and Processes
Other Directorships	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil
No. of Shares held in the Company	24,54,000 equity shares of ₹ 5/- each

By Order of the Board of Directors

Sarika Ghanekar
Company Secretary

Mumbai, May, 20, 2017

Corporate Identification Number (CIN):L67190MH1993PLC113638

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

DIRECTORS' REPORT

To the Members of

ABM Knowledgeware Limited

Your Directors have pleasure in presenting the 24th Annual Report on the business and operations of your Company, along with the Audited Accounts, for the financial year ended 31st March, 2017.

1. FINANCIAL PERFORMANCE OF THE COMPANY (STANDALONE):

The highlights of financial performance of your Company are as follows:

Particulars	(In ₹ Thousand)	
	Year ended 31.03.2017	Year ended 31.03.2016
Gross Income	11,25,856	8,89,405
Profit Before Interest and Depreciation	3,11,547	2,89,647
Finance Charges	2,438	3,067
Gross Profit	3,09,109	2,86,579
Provision for Depreciation	16,898	16,808
Net Profit Before Tax	2,92,211	2,69,771
Provision for Tax	1,01,698	94,061
Net Profit After Tax	1,90,513	1,75,711
Balance of Profit brought forward	8,76,410	7,30,792
Balance available for appropriation	10,66,923	8,76,410
Proposed Dividend on Equity Shares	-	25,003
Tax on proposed Dividend	-	5,090
Transfer to General Reserve	-	-
Surplus carried to Balance Sheet	10,66,923	8,76,410

2. OPERATIONS OF THE COMPANY:

Operations of the company have been generally stable during last year. Some regions like Madhya Pradesh, Bihar had seen increased activities due to advanced stage of project implementation. The total head count increased 6% against 26 % increase in gross revenue which shows encouraging trends of non-linear revenue growth. The business development teams have been strengthened by deputing business development resources to cover larger number of states compared to last year. The focus to increase operational efficiency by automating certain support functions by using Pay Per Use software has continued by covering more operational areas. The Company continues to operate from offices in New Delhi, Patna, Mumbai, Bhopal and Chennai. Presence in other states like MP and Bihar is being leveraged to tap more business opportunities in these and nearby states. Company is executing projects of varying sizes in 11 different states compared to 6 states last year.

3. DIVIDEND:

Your Directors are pleased to recommend a Final Dividend of 25% (i.e. ₹1.25/-per Equity Share of Face Value of ₹ 5/- each) for the year ended 31st March, 2017. Payment of dividend is subject to the approval of shareholders at the forthcoming Annual General Meeting and would involve a cash outflow of ₹ 3,00,92,710/- including dividend distribution tax.

4. TRANSFER TO RESERVES:

No amount was proposed to be transferred to the reserve during the year under review.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, ₹1,53,366/- of unpaid / unclaimed dividends were transferred during the year to the Investor Education and Protection Fund (IEPF).

The Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on 12th August, 2016 (date of last Annual General Meeting) on the website of the Ministry of Corporate Affairs.

6. SHARE CAPITAL:

As on 31st March, 2017 the Authorized share capital of your Company was ₹12,50,00,000/- consisting of 2,50,00,000 Equity Shares of ₹ 5/- each and paid up equity share capital was ₹10,24,15,000/- consisting of 2,00,02,200 fully paid up equity shares and 6,97,800 forfeited equity shares of ₹ 5/- each.

During the year under review, the Company has not issued any shares or Bonus shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares. The Company has not bought back any of its equity shares.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Mr. M. N. Ahmed a Non-Executive Director, resigned from the Board of Director of the Company with effect from 4th February, 2017. The Directors place on record their appreciation of the valuable contributions and guidance given by Mr. M. N. Ahmed during his tenure as a Member of the Board of Director of the Company.

In accordance with the provisions of the Section 152 of Companies Act, 2013, Mrs. Supriya P. Rane, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment. Board recommends her re-appointment.

A brief profile of Mr. Supriya P. Rane has been given in the Report on the Corporate Governance as well as in the Notice of the ensuing Annual General Meeting of the Company.

Mr. Sharadchandra Abhyankar, Mr. Sanjay Mehta and Dr. Sumit D. Chowdhury are the Independent Directors on the Board of the Company. They have confirmed to the Company that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

Every Independent Director of the Company is provided with on-going information about the industry and the Company so as to familiarise them with the latest developments. The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at www.abmindia.com. The Company has issued a formal letter of appointment to each of the Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of the appointment have been disclosed on the website of the Company.

There has been no change in the Key Managerial Personnel (KMPs) of your Company during the year under review.

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees, forms part of the Corporate Governance Report of this Annual Report. Annual Board Evaluation process for Directors has also been provided under the Report on Corporate Governance.