



**Ref: ABMHO/CSD/BSE/SG/2114**

**Date: 14/10/2024**

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

**Company Code: ABMKNOWLEDG: 531161**  
**Sub: Notice of Postal Ballot**

**Dear Sir,**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, we are submitting herewith the Notice of Postal Ballot for passing resolution(s) to be passed as Special Businesses by way of Postal Ballot through the remote e-voting.

Members can exercise their votes through e-voting only. The e-voting period will commence on Tuesday, 15<sup>th</sup> October, 2024 at 9:00 a.m. and will end on Wednesday, 13<sup>th</sup> November, 2024 at 5:00 p.m. During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 08<sup>th</sup> October, 2024, as mentioned in the Notice can cast their votes.

The results of the Postal Ballot will be announced on or before Friday, 15<sup>th</sup> November, 2024 and the same shall be displayed on the website of the Company at [www.abmindia.com](http://www.abmindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be communicated to BSE Limited.

This is for your information and record.

Thanking you,

Yours Sincerely,  
**For ABM Knowledgeware Limited**

**(Sarika Ghanekar)**  
**Company Secretary**

**Encl: a/a**



# **ABM KNOWLEDGEWARE LIMITED**

CIN: L67190MH1993PLC113638

Registered Office: ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai 400 050

Phone: +91 22 42909700 | Fax: +91 22 42909701

E-mail: [egovernance@abmindia.com](mailto:egovernance@abmindia.com) | [www.abmindia.com](http://www.abmindia.com)

## **NOTICE OF POSTAL BALLOT**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Member (s),

Notice is hereby given to the Shareholders (“Members”) of **ABM Knowledgeware Limited** (the “Company”), for seeking consent of Members of the Company for transacting the Special Businesses by passing the following resolutions by way of Postal Ballot through remote electronic voting process (“remote e-voting / e-voting”) pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, (the “Act”) if any, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, read with General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and other relevant circulars, issued by the Ministry of Corporate Affairs (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws, rules and regulations (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force).

In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Rules and the Listing Regulations, the Company is providing e-voting facility to enable the Members to cast their votes electronically. For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited (“NSDL”).

Members are requested to read the instructions in the notes under section “General information and instructions relating to e-voting” in this postal ballot notice to cast their votes electronically. Members are requested to cast their votes through the e-voting process not later than 5.00 P.M. IST on Wednesday, 13<sup>th</sup> November, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company at its meeting held on Tuesday, 08<sup>th</sup> October, 2024 has appointed Mr. Upendra Shukla, Practicing Company Secretary, (Membership No. FCS 2727, CP No. 1654) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

## **SPECIAL BUSINESSES:**

### **Item No 1: Appointment of Mr. Sharadchandra D. Abhyankar as Non-Executive, Non-Independent Director of the Company.**

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, Mr. Sharadchandra D. Abhyankar (DIN: 00108866) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an Additional Director (designated as ‘Non-Executive Non-Independent’) with effect from 17<sup>th</sup> August, 2024 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 and other applicable provisions of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation for period of 5 consecutive year with effect from 13<sup>th</sup> November, 2024, with the resolution deemed passed on the last e-voting date.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient to give effect to the aforesaid resolution.”

### **Item No. 2: Re-appointment of Mr. Prakash B. Rane as Managing Director of the Company and approval of his Remuneration.**

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 any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary time to time, approval of the members be and is hereby accorded for the re-appointment of Mr. Prakash B. Rane as Managing Director of the Company for a further period of 5 (Five) years with effect from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 , as per terms of appointment including remuneration to be paid for a period of 3 (three) years from the date of his re-appointment, in the event of loss or inadequacy of profits in any financial year as detailed in the Explanatory Statement annexed hereto, and that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration payable from time to time based on the recommendations of the Nomination and Remuneration Committee.

The proposed terms of Mr. Prakash B. Rane's re-appointment and revised remuneration are outlined below for your consideration.

## **1. Remuneration:**

The period of remuneration will commence from 01<sup>st</sup> April, 2025, and end on 31<sup>st</sup> March, 2028 (Period of 3 years).

Mr. Prakash B. Rane's managerial remuneration, which has not been revised since 2017 and remains significantly below market standards, will continue at the current basic salary of ₹13,50,000 per month for one year from the date of his re-appointment. After this period, the Directors will have the discretion to increase the remuneration by up to 20%, with this revised remuneration also being applicable in the event of loss or inadequacy of profits in any financial year during this time.

## **2. Benefits & Perquisites:**

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

- i. Reimbursement of all medical expenses in India or abroad including hospitalization, nursing home and surgical charges 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/-p.a.
- 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 Mediclaim policy
- vi. Provision of Credit Cards for use of Company's business.
- vii. Reimbursement of Gas, Electricity, water, servants, security charges at residence.
- viii. Use of vehicle/s 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. Reimbursement or payment of all expenses related to the property owned by the Managing Director and used for official purposes, including but not limited to electricity charges, property tax, maintenance costs, repair expenses, other government levies, etc.
- xv. All other payments or reimbursements in nature of perquisites and allowances agreed by Board of Directors from time to time.

### **3. Commission:**

Commission as determined by the Board of Directors on recommendation of Nomination and Remuneration Committee, which will be payable at the end of each financial year after the annual accounts are approved by the Board, which shall be calculated with reference to the net profits of the Company and may exceed the overall ceiling stipulated in Sections 197 and 198 read with Schedule V of the Companies Act (including any subsequent amendment/ modification) made thereunder.

Perquisites shall be evaluated as per the provisions of Income Tax Act, 1961 or any rules made 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.

### **4. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of office of the Managing Director, the Company has loss or no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites, as may be decided by the Board, even if it exceeds the limits as prescribed under Schedule V of the Companies Act, 2013.

### **5. Overall Remuneration:**

The aggregate of salary, perquisites, allowances and commission payable to the Managing Director of the Company, in any financial year(s), may be decided by the Board of Directors, i.e. the total remuneration may exceed 5% of the net profits of the Company as prescribed under section 197 of the Companies Act. Net Profit shall be calculated as per section 198 of the Companies Act, 2013 and any subsequent amendment(s) and/or modification(s) in the Companies Act, Rules and / or applicable laws in this regard.

### **6. Termination of Term of Office:**

The Company will have the right to terminate the term of office of Managing Director at any time by providing the Managing Director with 3 (three) months prior written notice or provide the Managing Director with 3 (three) month's 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 issuing a written prior notice of termination of not less than 3 (three) months to the Company ("Notice Period"), provided that the Company may, at its discretion relieve the Managing Director from his duties at any time after the receipt of his notice, prior to the expiry of the Notice Period by payment of salary for the remaining period of the Notice Period.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient to give effect to the aforesaid resolution."

**Item No. 3: Re-appointment of Mr. Ashokkumar V. Dugade as Non-executive Independent Director of the Company.**

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 149, 150 and 152 and Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modifications(s) or re-enactment thereof for the time being in force], and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Ashokkumar V. Dugade (DIN: 02922248) as an Independent Director of the Company for a second term of five (5) consecutive years commencing from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient to give effect to the aforesaid resolution.”

**Registered Office:**

ABM House, Plot No. 268,  
Linking Road, Bandra(W),  
Mumbai - 400050

**For and on behalf of the Board  
ABM KNOWLEDGEWARE LIMITED**

**Sd/-  
(SARIKA GHANEKAR)  
COMPANY SECRETARY  
ACS:34303**

**Place: Mumbai**

**Date: 08/10/2024**

## NOTES:

1. The Explanatory Statement under Section 102(1) of the Act setting out the material facts concerning the proposed resolutions and reasons thereof are annexed hereto for your consideration.
2. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/Depository Participant(s)/RTA. The details of the procedure to cast the e-vote forms part of the Notes to this Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appears in the Register of members and the Register of Beneficial Owners maintained by the Company and the Depositories respectively, as on Tuesday, 08<sup>th</sup> October, 2024 (“Cut-off date”) and whose e-mail addresses are registered with the Company and the Depositories. Physical copies of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Members whose names appear in the Register of Members and the Register of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution as set forth in the Notice. A person who is not a member as on the Cut-off date should treat the Notice for information purposes only.

Members may please note that the Notice will also be available on the Company’s website at [www.abmindia.com](http://www.abmindia.com), websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

5. The Board of Directors of the Company at its meeting held on 08<sup>th</sup> October, 2024 has appointed Mr. Upendra Shukla, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
6. The e-voting period will commence on Tuesday, 15<sup>th</sup> October, 2024 (9:00 a.m.) and will end on Wednesday, 13<sup>th</sup> November, 2024 (5:00 p.m.).
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, 08<sup>th</sup> October, 2024. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Process for registration of email addresses is as under:

Pursuant to MCA Circulars, for remote e-voting for this Postal Ballot, Members who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email addresses registered with the Company by sending an e-mail citing subject line as “ABM-Postal Ballot-Registration of e-mail IDs” to [cs@abmindia.com](mailto:cs@abmindia.com) with:

- Name of registered Member(s)/ shareholder(s);
- Folio number(s)/ DP ID/ Client ID;
- No. of equity shares held

from the email address they wish to register. Post successful registration of the email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to [cs@abmindia.com](mailto:cs@abmindia.com).

9. Resolution passed by the Members through Postal Ballot/E-voting is deemed to have been passed as if it has been passed at General Meeting of the Members and the last date of the E-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.
10. All the material documents referred to in the Explanatory Statement, or as may be relevant to / connected with the proposed resolutions, shall be available for inspection from 10.00 A.M. to 12.00 Noon on all working days from the date of dispatch of this Postal Ballot Notice at the Registered Office of the Company till the last date of remote e-voting by the Members.
11. The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Chairman or the Company Secretary of the Company, after completion of the scrutiny of the e-voting. The result of Postal Ballot and e-voting shall be declared and notified by the Chairman or any other Director authorized by him in his behalf or the Company Secretary of the Company, on or before Friday, 15<sup>th</sup> November, 2024. The result will be placed on the Company's website and on the website of NSDL immediately after the declaration of results and will also be forwarded to the Stock Exchange where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office. The last date of e-voting will be deemed to be the date of passing of the said proposed resolutions.
12. For any queries / grievances, members may contact Company Secretary of the Company at ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400050, email: [cs@abmindia.com](mailto:cs@abmindia.com) Tel. +91 (22) 42909700 or may email their queries to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



## General information and instructions relating to e-voting:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</p>

authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After

	successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ucshukla@rediffmail.com](mailto:ucshukla@rediffmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@abmindia.com](mailto:cs@abmindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@abmindia.com](mailto:cs@abmindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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')**

**ITEM NO. 1:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") at their meeting held on 08<sup>th</sup> October, 2024, approved the appointment of Mr. Sharadchandra D. Abhyankar (DIN: 00108866) as Non-Executive Non-Independent Director of the Company, whose office shall be liable to retirement by rotation with effect from 13<sup>th</sup> November, 2024 for a period of five years.

Accordingly, in terms of the provisions of the Companies Act, 2013 and Regulation 17(1C) of SEBI Listing Regulations, it is proposed to obtain approval of the Members / shareholders by way of Postal Ballot for appointment of Mr. Sharadchandra D. Abhyankar (DIN: 00108866) as Non-Executive Non-Independent Director of the Company for a period of 5 years w.e.f. 13<sup>th</sup> November, 2024 on the terms and conditions as mentioned below.

Mr. Sharadchandra D. Abhyankar is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The Board of Directors recommends passing of the proposed Ordinary Resolution.

**Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:**

<b>Name of the Director</b>	<b>Mr. Sharadchandra Damodar Abhyankar</b>
Director Identification Number	00108866
Nationality	Indian
Date of Birth	09/10/1965
Age	59 years
Qualifications	B.A. (Economics & Commerce), LLM; Solicitor



Nature of his expertise in specific functional areas and Brief Resume	He is a Solicitor and advocate by profession with over 30+ years' experience. He specializes in mergers and acquisitions, corporate laws, securities laws and corporate ethics and governance. Sharad has also led the preparation of compliance manuals on Indian Federal state laws for Indian Corporate Groups with global operations. He is a member of the Advisory Committee of NSE Centre for Excellence in Corporate Governance.
No. of shares held in the Company	Nil.
Directorship in other Companies	1. Centaur Pharmaceuticals Private Limited 2. Dreamfolks Services Limited 3. Whiteoak Capital Trustee Limited 4. InstaSafe Technonologies Private Limited 5. Atul Limited
Details of Remuneration drawn	No remuneration drawn, only sitting fees paid for attending the Board and Committee Meetings.
Chairman / Member of the Board Committee of other Companies	1. Member of Audit Committee & Risk Management Committee and the Chairman of Independent Director Committee of WhiteOak Capital Trustee Limited.  2. Chairman of Audit Committee and Member of Risk Management Committee of Dreamfolks Services Limited.
Date of first appointment on the Board	17/08/2024 as Non-Executive and Non-Independent Additional Director
Relationship with another Director, manager and KMP	NIL.
Justification for choosing the appointee as Non-Executive and Non-Independent Director	As detailed in the Explanatory Statement.
Board Meeting attended during the financial year (Since 17 <sup>th</sup> August, 2024)	2

A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Sharadchandra Abhyankar as a candidate for the office of Director.

Except Mr. Sharadchandra Abhyankar, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

**ITEM NO.2:**

The Board of Directors proposes the re-appointment of Mr. Prakash B. Rane as Managing Director upon the expiration of his current tenure on 31<sup>st</sup> March, 2025.

Mr. Prakash B. Rane has been an integral part of the Company for the past 27 years, playing a pivotal role in overseeing day-to-day operations. His vast experience across various operational areas has significantly contributed to the Company's growth and success. As Managing Director, he has been responsible for the overall management, business strategy, development, and research functions. His leadership has consistently added substantial value to the Company, and the Board wishes to continue benefiting from his guidance and expertise.

Considering their experience, knowledge and contribution made towards the growth of the Company and pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed to re-appoint him with effect from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 for a further period of 5 years as the Managing Director of the Company.

Further, taking into consideration the Company's continued profitability, it is important to take note that Mr. Prakash B. Rane has graciously declined any increment in his existing remuneration. Members may also be aware that Mr. Rane's managerial remuneration has not been revised since 2017 and remains significantly below market standards. In contrast, the remuneration of other cadres within the organization has been increased by 10-15% annually, in line with the practices of the Human Resources Department.

Given this context, and recognizing Mr. Rane's substantial contributions to the Company's success, the Nomination and Remuneration Committee, along with the Board of Directors, held that the Remuneration shall remain unchanged for a period of one year after the re-appointment and the Board at their discretion may Increase the remuneration upto 20%. This adjustment acknowledges the Company's gratitude for his leadership and ensures his compensation is more aligned with industry benchmarks.

In accordance with Section 197 of the Companies Act, 2013 companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government. Further, if in any financial year(s), the company has no profits or its profits are inadequate, it may pay remuneration to its Managing Director in accordance with the provisions of Schedule V or exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule, if the resolution passed by the members is a Special Resolution.

In view of the above, in the event that the Company incurs no profits, incurs losses, or experiences inadequate profits during any financial year while Mr. Prakash B. Rane serves as Managing Director, your Directors propose to pay the remuneration outlined above as minimum remuneration.

**The details as required under Clause (iv) to second proviso of Section II B of Part II of**

<b>A. General Information</b>			
a) Nature of Industry	The Company is engaged in the business of providing Information Technology (software & Services)		
b) Date or expected date of commencement of commercial production	The Company is in existence and operation since 1993		
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
d) Financial performance based on given indicators	Financial Year	Sales & Other Income (Rs. in lakhs)	Profit /Loss before Tax (Rs. in lakhs)
	2023-2024	8510.57	1889.17
e) Foreign investments or collaborations, if any.	The Company has invested in Scanit Technologies INC in USA.		

**Schedule V of the Companies Act, 2013 (as amended) are given below:**

<b>B. Information about the appointee:</b>	
a) Background details	Mr. Prakash B. Rane is Founder and Managing Director of the Company, a qualified B. Tech., M.M.S. and has been associated with the Company for the last 27 years.
b) Past remuneration	Basic Salary of 13,50,000/- p.m. in the Financial Year 2023-2024.
c) Recognition or awards	<p>1) Mr. Prakash Rane, Founder &amp; MD, was Honoured as one of the <b><i>Most Promising Business Leaders of Asia 2024</i></b> by Times Now, featured in their exclusive coffee table book.</p> <p>2) He has published “<b>Unlocking the future: How emerging technologies are revolutionizing E-governance</b>” on ET Edge Insights.</p> <p>3) He was Awarded with the <b>UDC-Hurun Stars of Mumbai Awards 2023</b> for outstanding contributions to Mumbai's economy in the software sector.</p>

	4) As part of the Best Tech Brand Award to ABM in 2023 by Economic Times, Mr. Prakash Rane had published “ <b>The intersection of AI &amp; Civil Infrastructure</b> ” in December 2023 on ET Edge Insights.
d) Job profile and his suitability	Having more than 30 years of experience in IT and related areas. He oversees the overall management and functioning of the Company. He supervises the functioning of various departments in the Organization.
e) Remuneration proposed	The basic salary of Rs. 13,50,000 per month will remain unchanged for one year following re-appointment which may increase by upto 20% with the discretion of the Board of Directors.
f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed and is commensurate with the remuneration paid to similar senior level in other Companies.
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Prakash B. Rane is also one of the Promoters of the Company holding 95,42,300 Equity Shares singly. His wife, Mrs. Supriya Rane is also holding 24,54,000 Equity Shares. Together with her and other relatives, Mr. Prakash B. Rane is holding 60.01% of the total paid up capital.
<b>C. Other Information</b>	
a) Reasons of loss or inadequate profits	The Company has made reasonable profit during the past year as per the industry norms, however as per calculation of profit under Section 198 of the Companies Act, such profit is inadequate to remunerate managerial personnel.
b) Steps taken or proposed to be taken for improvement	All economic measures are being adopted to maintain Profitability.
c) Expected increase in productivity and profits in measurable terms	The Company is expecting growth in the turnover and profits of the Company.

<b>D. Disclosures</b>	
	<p>1.The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Act, shall be disclosed in the Corporate Governance report to the extent applicable.</p> <p>2.The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.</p> <p>3.The said resolution confers power on the Board, or the NRC including any variation in remuneration, provided such remuneration is in accordance with the Act.</p> <p>4. The Board of Directors recommends the resolution set out in Item No. 2 of the Notice to the Members for their consideration and approval, a special resolution is being sought pre-emptively from the Members.</p>

**Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:**

<b>Name of the Director</b>	<b>Mr. Prakash B. Rane</b>
Director Identification Number	00152393
Nationality	Indian
Date of Birth	21/12/1965
Age	58 years
Qualifications	B.Tech, M.M.S
Nature of his expertise in specific functional areas and Brief Resume	Mr. Prakash B. Rane is a first-generation entrepreneur and has 27 years' experience in the field of e-Governance and 30 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.
No. of shares held in the Company	95,42,300 Equity Shares of Rs. 5/- each
Directorship in other Companies	1. Diagnostica Thrombus Private Limited 2. InstaSafe Technologies Private Limited 3. Lipsita Projects & Services Private Limited
Details of Remuneration drawn	Basic Salary of Rs.13,50,000/- p.m.
Chairman / Member of the Board Committee of other Companies	No
Date of first appointment on the Board	27/04/2000
Relationship with another Director, manager and KMP	Mr. Prakash B Rane is also one of the Promoters of the Company holding 95,42,300 Equity Shares singly. His wife, Mrs. Supriya Rane is also holding 24,54,000 Equity Shares. Together with her and other relatives, Mr. Prakash B Rane is holding 60.01% of the total paid up capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives are 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.

### **ITEM NO.3:**

Mr. Ashokkumar V. Dugade is a Non-Executive Independent Director of the Company who was appointed on the Board for his first term of 5 (five) years w.e.f. 01<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025.

Mr. Ashokkumar V. Dugade has completed his Master's Degree in Commerce and also holds a Master Diploma in Computer Applications. He has studied different aspects of Credit, Foreign Exchange, Treasury, IT, Management at RBI, NIBM, IIM and other reputed institutions. He is a visiting lecturer to various Training Colleges and Institutions. He has immense experience in the Banking Sector. He has very good knowledge and experience in Credit assessment, Credit management & Monitoring and Balance sheet analyses.

As per Section 149(10) of the Companies Act, 2013 (“Act”), an Independent director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company. However, an Independent director shall be eligible for re-appointment for another term of up to five consecutive years on passing of special resolution by the Company. The Members of the Company in the Postal ballot as on 18<sup>th</sup> February, 2020 approved the appointment of Mr. Ashokkumar V. Dugade for a period of 5 (five) years.

Based on his performance evaluation and recommendation of the Nomination and Remuneration Committee and pursuant to provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Listing Regulations, Mr. Ashokkumar V. Dugade is eligible for re-appointment as Independent Director for second term of 5 (five) years w.e.f. 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.

The Board considers that his vast Knowledge and varied experience will be of great value to the Company and his continued association would be of immense benefit to the Company and it is desirable to continue to avail valuable services of Mr. Ashokkumar V. Dugade as Independent Director. Therefore, the Board recommends the resolution in relation to re-appointment of Mr. Ashokkumar Dugade as an Independent Director, for the approval by the Members through Postal Ballot of the Company for second term of five years by passing Special Resolution.

In the view of the Nomination and Remuneration Committee and also based on the opinion of the Board, Mr. Ashokkumar V. Dugade is a person of integrity and has the relevant expertise and experience and fulfills all the conditions specified in the Act and the Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and he is Independent of the Management. A copy of the draft letter of appointment proposed to be issued to him on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the website of the Company upto the last date for Postal Ballot i.e. 13<sup>th</sup> November, 2024. Further, the Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ashokkumar V. Dugade for the office of Independent Director.

The Company has received from Mr. Ashokkumar V. Dugade (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013.

Mr. Ashokkumar V. Dugade and his relatives may be deemed to be interested to the extent of his re-appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested financially or otherwise in the proposed Resolution.

Mr. Ashokkumar V. Dugade, attained the age of 75 years on 10<sup>th</sup> March 2024 during his tenure as an Independent Director. In accordance with the special resolution passed via postal ballot on 18<sup>th</sup> February, 2020, he was permitted to continue in office beyond the age of 75 years during his first term. As his current term of 5 years is set to expire, and in view of the fact that he has already completed 75 years of age, it is now necessary, in compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to pass a fresh special resolution for his reappointment for a second term of 5 consecutive years, effective from 1<sup>st</sup> April 2025.

The Board of Directors recommends passing of the proposed Special Resolution.

**Details of the Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 on General Meetings is as follows:**

<b>Name of the Director</b>	<b>Mr. Ashokkumar V. Dugade</b>
Director Identification Number	02922248
Nationality	Indian
Date of Birth	10/03/1948
Age	76 years
Qualifications	a) Master's Degree in Commerce b) Certified Associate of the Indian Institute of Bankers c) Master Diploma in Computer Applications
Nature of his expertise in specific functional areas and Brief Resume	Mr. Ashokkumar V. Dugade has completed his Master's Degree in Commerce and also holds a Master Diploma in Computer Applications. He has studied different aspects of Credit, Foreign Exchange, Treasury, IT, Management at RBI, NIBM, IIM and other reputed institutions. He is a visiting lecturer to various Training Colleges and Institutions. He has immense experience in the Banking Sector. He has very good knowledge and experience in Credit assessment, Credit management & Monitoring and Balance sheet analyses.
No. of shares held in the Company	NIL



Directorship in other Companies	NIL
Details of Remuneration drawn	No remuneration drawn, only sitting fees paid for attending the Board and Committee Meetings.
Chairman / Member of the Board Committee of other Companies	No
Date of first appointment on the Board	01/04/2020
Relationship with another Director, manager and KMP	Not related to any Directors of the Company.
Justification for choosing the appointee as Independent Director	As detailed in the Explanatory Statement.

Mr. Ashokkumar V. Dugade and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested financially or otherwise in the proposed Resolution.

**Registered Office:**

ABM House, Plot No. 268,  
Linking Road, Bandra(W),  
Mumbai - 400050

**By Order of the Board  
ABM KNOWLEDGEWARE LIMITED**

**Place: Mumbai**

**Date: 08/10/2024**

**Sd/-  
(SARIKA GHANEKAR)  
COMPANY SECRETARY  
ACS: 34303**