



**Maharashtra Knowledge Corporation Limited**  
CIN: U80302PN2001 PLC135348  
**Regd. Office :** ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor, Senapati Bapat Road,  
Shivajinagar, Pune 411016, Maharashtra, INDIA.  
**Tel.:** +91 20 4011 4500/501; **Fax:** +91 20 2563 0302  
**E-mail:** cs@mkcl.org **Website:** www.mkcl.org

## NOTICE

Notice is hereby given that the **21<sup>st</sup> Annual General Meeting** of the members of Maharashtra Knowledge Corporation Limited (MKCL) will be held at the Registered Office of the Company at **ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 20<sup>th</sup> day of September, 2022 at 11.00 a.m.**, to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements.

To consider and adopt the audited Financial Statements (including the consolidated Financial Statements) of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/01

“RESOLVED that -

- (a) the audited stand-alone Financial Statements of the Company for the financial year ended March 31, 2022; and
- (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

#### 2. Declaration of Dividend.

To declare a final dividend of Rs.1.5/- per equity share for the financial year 2021-22, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/02

“RESOLVED that a final dividend @ Rs.1.5/- per equity share of Rs.10/- each, absorbing in aggregate Rs.1,21,20,293/- (Rupees One Crore Twenty One Lakhs Twenty Thousand Two Hundred and Ninety Three Only), be and is hereby declared out of the profits of the Company for the year ended 31<sup>st</sup> March, 2022 and that the same be paid to those shareholders whose names appear in the Register of Members of the Company and/or in the records of the Depositories as Beneficial Owners on the record date i.e. Friday, September 16, 2022 at 04:00 p.m. IST.

RESOLVED FURTHER that the Managing Director, the Company Secretary and the Chief Financial Officer be and are hereby authorized singly and/or jointly to do all such acts, deeds and things as are necessary for giving effect to this resolution.”

#### 3. Director retiring by rotation.

To appoint a Director in place of Mr. Vikas Rastogi, who retires by rotation and being eligible, offers himself for re-appointment, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/03

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Mr. Vikas Rastogi (DIN 08881573), the Principal Secretary, Department of Higher and Technical Education, Government of

Maharashtra (GoM), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Nominee Director of GoM on the Board of the Company and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that in case Mr. Vikas Rastogi ceases to be the Principal Secretary, Department of Higher and Technical Education, GoM or office is vacated before his term expires in the normal course, then he shall *ipso facto* cease to be a Director of the Company and the casual vacancy such caused may be filled by the Board of Directors pursuant to Section 161(4) of the Act.

RESOLVED FURTHER that the Managing Director and the Company Secretary be and are hereby authorized jointly and/or severally to take all steps and do all acts as may be considered necessary or appropriate and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

#### 4. Director retiring by rotation.

To appoint a Director in place of Dr. Anant Sardeshmukh, who retires by rotation and being eligible, offers himself for re-appointment, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/04

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Dr. Anant Sardeshmukh (DIN 00383994), Director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that in case Dr. Anant Sardeshmukh ceases to be a Director of the Company before completion of his tenure then casual vacancy such caused may be filled by the Board of Directors pursuant to Section 161(4) of the Act.

RESOLVED FURTHER that the Managing Director and the Company Secretary be and are hereby authorized jointly and/or severally to take all steps and do all acts as may be considered necessary or appropriate and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

#### 5. Director retiring by rotation.

To appoint a Director in place of Dr. Rajaram Deshmukh, who retires by rotation and being eligible, offers himself for re-appointment, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/05

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Dr. Rajaram Deshmukh (DIN 01690786), Director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director on the Board of the Company and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that in case Dr. Rajaram Deshmukh ceases to be a Director of the Company before completion of his tenure then casual vacancy such caused may be filled by the Board of Directors pursuant to Section 161(4) of the Act.

RESOLVED FURTHER that the Managing Director and the Company Secretary be and are hereby authorized jointly and/or severally to take all steps and do all acts as may be considered necessary or appropriate and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

#### 6. Approval of terms of remuneration of Statutory Auditors.

To approve terms of remuneration of M/s G.D. Apte & Co., Chartered Accountants, (Firm’s Registration No. 100515W) as Statutory Auditors of the Company for Financial Year 2022-23 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/06

“RESOLVED that with reference to resolution no. 18AGM/24.09.2019/04 passed in the 18<sup>th</sup> Annual General Meeting pursuant to the provisions of Section 139(1) and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, M/s G.D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) were appointed as Statutory Auditors of the Company to hold office from the conclusion of the 18<sup>th</sup> Annual General Meeting (AGM) to the conclusion of the 23<sup>rd</sup> AGM to be held in the year 2024.

RESOLVED FURTHER that the remuneration of M/s G. D. Apte & Co., Chartered Accountants shall be Rs.18,75,000/- (Rupees Eighteen Lakhs and Seventy Five Thousand Only) plus out-of-pocket expenses and Goods & Services Tax as applicable for conducting Statutory Audit of the Balance Sheet of the Company as at March 31, 2023, the related Statement of Profit and Loss and notes thereon for the year then ending, as required by the Companies Act, 2013.

RESOLVED FURTHER that the Managing Director, the Company Secretary and the Chief Financial Officer be and are hereby authorized singly and/or jointly to do all such acts, deeds and things as are necessary for giving effect to this resolution.”

## **SPECIAL BUSINESS**

### **7. Ratification of remuneration to Cost Auditors.**

To ratify remuneration payable to Cost Auditors for the Financial Year 2022-23 and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/07

“RESOLVED that pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit & Auditors) Rules 2014 and as per the recommendation of the Audit Committee and as approved by the Board of Directors, the remuneration of Rs.1,10,000/- (Rupees One Lakh and Ten Thousand only) plus applicable taxes & re-imbursalment of out-of-pocket expenses to M/s. S.R. Bhargave & Co., Cost Accountants (Firm Registration No. 000218) appointed as Cost Auditors for the Financial Year 2022-23 be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Managing Director, the Company Secretary and the Chief Financial Officer be and are hereby authorized singly and/or jointly to do all such acts, deeds and things as are necessary for giving effect to this resolution.”

### **8. Appointment of Dr. Subhash Chaudhari as Director in the category ‘Vice Chancellors as Representatives of Shareholder Universities’.**

To consider appointment of Dr. Subhash Chaudhari as Director in the category ‘Vice Chancellors as Representatives of Shareholder Universities’ and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

21AGM/20.09.2022/08

“RESOLVED that pursuant to provisions of Section 161(4) of the Companies Act, 2013 (the Act), Dr. Subhash Chaudhari (DIN 09033228), Hon’ble Vice Chancellor, Rashtrasant Tukdoji Maharaj Nagpur University (RTMNU), be and is hereby appointed as a director in the category ‘Vice Chancellors as Representatives of Shareholder Universities’ on the Board of the Company w.e.f. October 01, 2022 and the period of office of Dr. Subhash Chaudhari is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that incase Dr. Subhash Chaudhari ceases to be Vice-Chancellor of RTMNU, then he shall *ipso facto* cease to be a Director of the Company and the casual vacancy such caused shall be filled pursuant to Section 161(4) of the Act.

RESOLVED FURTHER that if the office of Dr. Subhash Chaudhari is vacated before his term of office expires in the normal course, the resulting casual vacancy, shall be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Dr. Subhash Chaudhari in whose place s/he is appointed would have held office if it had not been vacated.

RESOLVED FURTHER that the Managing Director and the Company Secretary be and are hereby authorized jointly and/or severally to take all steps and do all acts as may be considered necessary or appropriate and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

---

**NOTES:**

- 1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regards to the Special Business to be transacted at the 21<sup>st</sup> Annual General Meeting (AGM), as set out in this Notice as item no. 7 & 8, are enclosed hereto and forms part of the Notice.
- 2) This Notice of 21<sup>st</sup> AGM is being sent to the members whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, August 12, 2022 4:00 p.m. IST. The Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company (in case of physical shareholding). For members whose email IDs are not registered, physical copies of notice are being sent by permitted mode. The notice and Annual Report will also be available on the Company's website <http://www.mkcl.org/downloads>. Further, the Company shall send the physical copy of the 21<sup>st</sup> Annual Report for FY 2021-22 to those Member who specifically request for the physical copy at [cs@mkcl.org](mailto:cs@mkcl.org) or [sachinn@mkcl.org](mailto:sachinn@mkcl.org) quoting their Folio No./Client ID & DP ID to Company. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.
- 3) We urge members to support our commitment to environment protection by choosing to receive communications and documents through email. Members are requested to register the email address with their concerned Depository Participants (DPs), in respect of shares held in demat mode and with the Company by submitting signed copy of 'Application to register e-mail address and other details' available on website <http://www.mkcl.org/shareholders>, in respect of shares held in physical mode. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants (DPs)/Company to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
- 4) Members whose names appear in the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 16, 2022 at 4:00 p.m. IST can attend the 21<sup>st</sup> AGM and will be considered for the purpose of voting. A person who is not a Member as on Friday, September 16, 2022 at 04:00 p.m. IST should treat this Notice of 21<sup>st</sup> AGM for information purposes only.
- 5) **Voting for Members:**  
The Company is also providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means also (by using the remote electronic voting system provided by Central Depository Services (India) Limited). Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Friday, September 16, 2022 at 04:00 p.m. IST may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, September 17, 2022 at 9:00 a.m. (IST) and ends on Monday, September 19, 2022 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The detail instructions regarding e-voting are given in the **Annexure I** as enclosed. The members can opt for only one mode of voting i.e. either remote e-voting prior to the AGM or physical voting. The members present at the Meeting who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by physical voting

during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again. In case duplicate voting is found for same member, the e-vote shall be considered valid. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6) **Proxy:**

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote on a poll instead of him/herself. A proxy need not be a member of the Company. A blank form of proxy is attached herewith and if intended to be used, it should be returned duly completed at the registered office of the company not less than Forty-Eight (48) Hours before the scheduled time of the commencement of the 21<sup>st</sup> AGM.

A Proxy can act on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying Voting Rights. However, a Member holding more than ten percent (10%) of the total share capital of the company carrying Voting Rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other shareholder.

An instrument of Proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.

7) **Corporate members, Universities other organizations:**

Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM either to the Company in advance or submit the same at the venue of the AGM and in case of Universities, Educational Institutes and other organizations a Letter of Authority from a duly authorized officer be submitted to the Company. In case of e-voting facility, the Institutional/Corporate members (i.e. other than individuals, Universities, Educational Institutes and other organizations HUF, NRI, etc.) are required to send a 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 email to CS Shailesh Indapurkar ([indapurkarcs@gmail.com](mailto:indapurkarcs@gmail.com)) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with subject line "**Authorization to vote for MKCL's AGM**".

8) **Attendance Slip:**

A blank form of attendance slip is attached herewith. The Members/proxies attending the meeting should bring the attendance slip, duly filled, for handing over at the venue of the meeting. The Member/proxies needs to furnish a valid identity proof such as the PAN Card, passport, Aadhaar card or driving license to enter the venue of the AGM.

9) **Appointment/re-appointment of Directors:**

At this 21<sup>st</sup> AGM, Mr. Vikas Rastogi (DIN 08881573), the Principal Secretary, Department of Higher and Technical Education, Government of Maharashtra (GoM), Dr. Anant Sardeshmukh (DIN 00383994) and Dr. Rajaram Deshmukh (01690786) retire by rotation and being eligible, offers themselves for re-appointment.

It is also proposed to appoint Dr. Subhash Chaudhari (DIN 09033228) as Director in the category 'Vice Chancellors as Representatives of Shareholder Universities' pursuant to Article 58(a) of the Articles of Association of the Company due to vacancy caused in the said category. The detailed profile of Director is provided in the Explanatory Statement.

10) **Book Closure for Final Dividend:**

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 17, 2022 to Tuesday, September 20, 2022 (both days inclusive) and accordingly final dividend on equity shares as recommended by the Board of Directors for the Financial Year 2021-2022, if approved at the 21<sup>st</sup> AGM, will be payable to those eligible members whose names appeared on the record date i.e. Friday, September 16, 2022 at 04:00 p.m. IST:

- a) as Beneficial Owners as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
- b) as Members in the Register of Members of the Company in respect of shares held in Physical Form.

- 11) Members, who wish to receive dividend through Electronic Clearing Service (ECS) or update bank mandate for receiving dividend directly in bank account through ECS in a timely manner shall provide documents as below latest by Friday, September 16, 2022 at 04:00 p.m. IST:

**Shares held in physical form:** Members holding shares in physical form are requested to send the following documents to the Registered Office of the Company-

- a) ECS Mandate form duly filled and signed by the member (in case of joint shareholding by all the holders), the format is available on website <http://www.mkcl.org/shareholders>.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
- c) Self-attested copy of the PAN Card of all the holders.

**Shares held in electronic form:** Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.

For Members who are unable to receive the dividend directly in their bank account through ECS or any other means, due to non-registration of the ECS Bank Mandate with the Company of DP, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft through postal or courier services which shall be valid for a period of 3 months from the date of issue.

- 12) Members may note that as per the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, the dividend income is taxable in the hands of the Members w.e.f. April 01, 2020. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders:** Taxes shall be deducted at source under Section 194 of the IT Act as follows-

PAN details submitted to the Company/DP	10% or as notified by the Government of India
PAN details not submitted to the Company	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs.5,000/- and also in cases where members provide Form 15G/15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. **Members are requested to update PAN with their DP or company as the case may be latest by September 16, 2022. Members holding shares in physical mode should email self-attested copy of PAN card at sachinn@mkcl.org with subject Line "Submission of Documents for Dividend" by September 16, 2022, in case previously PAN details have not been submitted.**

**For non-resident shareholders:** Taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Self-attested copy of the Permanent Account Number (PAN) allotted by the Indian Income Tax authorities; If PAN is not allotted to you, please provide your email address, contact number and address in the country of residence along with documentary evidence of such address;
- Self-attested copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by member;

- Completed and duly signed Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

The aforementioned self-attested documents are required to be emailed at [sachinn@mkcl.org](mailto:sachinn@mkcl.org) with subject Line "**Submission of Documents for Dividend**" latest by September 16, 2022. No communication would be accepted from members after September 16, 2022 regarding the tax withholding matters.

**13) Investors Education and Protection Fund:**

Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government as per Section 124 of the Companies Act, 2013. Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority as per section 125 of the Companies Act, 2013 and rules thereunder. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). No claim shall lie against the Company for the amounts so transferred prior to March 31, 2022, nor shall any payment be made in respect of such claim.

The Company has provided the required details of unpaid and unclaimed amounts of Dividend lying with the Company till March 31, 2022, on its website [www.mkcl.org](http://www.mkcl.org) and has provided the same to the Ministry of Corporate Affairs' (MCA) website in the relevant form pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary at the Company's registered office.

- 14) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, ECS Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the Company in case the shares are held in physical form.

**15) Mandatory Dematerialization of securities:**

The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical Share Certificates are requested in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer and prevention of forgery. In view of the same, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in the Company.

The Company has obtained International Security Identification Number (ISIN) from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and it is INE03KR01016. For more details refer to the Corporate website <http://www.mkcl.org/for-shareholders>.

**16) Address for Dematerialization Request submissions:**

The Share Certificates for dematerialization be forwarded with requisite documents through Depository Participant to the registered office of the Company at below address -

**The Company Secretary**

**Maharashtra Knowledge Corporation Limited (MKCL)**

**ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road,**

**Shivajinagar, Pune 411016, Maharashtra, INDIA.**

Tel.: +91 20 4011 4500/501 Fax: +91 20 2563 0302 Website: [www.mkcl.org](http://www.mkcl.org)

17) **Registrar and Transfer Agents:**

The Head office address of Registrar and Transfer Agents of the Company is as follows:  
Alankit Assignments Limited, RTA & DP Division,  
“Alankit Hosue”, 4E/2, Jhandewalan Extension, New Delhi-110055.  
Tel.: 011-42541234/23541234 Fax: 011- 42541201  
Website: [www.alankit.com](http://www.alankit.com)

18) **Nomination:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them. The Nomination form can be downloaded from the Company’s website <http://www.mkcl.org/shareholders>.

19) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection at the meeting.

20) Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

By Order of the Board  
For Maharashtra Knowledge Corporation Ltd.

Sd/-

**Veena Kamath**  
Managing Director  
DIN: 06454315

Registered Office : ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor,  
Senapati Bapat Road, Shivajinagar,  
Pune 411 016, Maharashtra, INDIA.  
CIN: U80302PN2001 PLC135348  
Phone: +91 20 4011 4500/501; Fax: +91 20 2563 0302  
E-mail: [cs@mkcl.org](mailto:cs@mkcl.org) Website: [www.mkcl.org](http://www.mkcl.org)

Pune, August 10, 2022.

**Route Map to the Venue of the Annual General Meeting**





**EXPLANATORY STATEMENT  
(Pursuant to section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item nos.7 & 8 of the accompanying Notice.

**Item No. 7 - Ratification of remuneration to Cost Auditors.**

The Board of Directors, as per the recommendation of the Audit Committee, has approved the appointment of M/s S.R. Bhargave & Co., Cost Accountants (Firm Registration No. 000218), as the Cost Auditors of the Company for the Financial year 2022-23 at a remuneration of Rs.1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes & re-imbursment of out-of-pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2023. The said terms of remuneration are the same as for the previous financial year.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31<sup>st</sup> March, 2023.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution. The Board recommends the resolution under Item No.7 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

**Item No. 8 - Appointment of Dr. Subhash Chaudhari as Director in the category 'Vice Chancellors as Representatives of Shareholder Universities'.**

Dr. Subhash Chaudhari (born on May 18, 1965) has Bachelors Degree in Civil Engineering, Masters in M.E. (Structural Engineering), Doctorate in Civil Engineering and further M.B.A; PGDIM, PGDOM, DIM. He is presently the Vice-Chancellor of Rashtrasant Tukadoji Maharaj Nagpur University (RTMNU). He has more than three decades of experience in Education. He has published and presented many research papers in National and International Journals and Conferences,

As per Article 58(a) of the Articles of Association (AoA) of the Company concerning Board structure, one of the category of Directors to be appointed is 'Vice Chancellors as Representatives of Shareholder Universities'. The Board proposes appointment of Dr. Subhash Chaudhari in the said category due to vacancy caused by cessation of Professor E. Vayunandan. Dr. Subhash Chaudhari has given his consent to act as Director. Also, he has given declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.

Under the said Resolution at item no.8, consent of the shareholders is sought pursuant to the provisions of the Companies Act, 2013. None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.8 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

By Order of the Board  
**For Maharashtra Knowledge Corporation Ltd.**

Sd/-  
**Veena Kamath**  
**Managing Director**  
**DIN: 06454315**

Registered Office : ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411 016, Maharashtra, INDIA.  
CIN: U80302PN2001 PLC135348  
Phone: +91 20 4011 4500/501 Fax: +91 20 2563 0302  
E-mail: cs@mkcl.org Website: www.mkcl.org

Pune, August 10, 2022

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

I \_\_\_\_\_ (**Name**) certify that I am a registered shareholder/proxy/authorized representative for the member of the Company. I hereby record my presence at the 21<sup>st</sup> Annual General Meeting (AGM) of the Company at the Registered Office of the Company at **ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 20<sup>th</sup> day of September, 2022 at 11.00 a.m.**

Folio No./ Client Id No. \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

DP Id No. \_\_\_\_\_

Signature \_\_\_\_\_

---

Note: Members are requested to bring their copies of the Annual Report to the AGM.

**Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the company:** Maharashtra Knowledge Corporation Limited (MKCL)

**CIN:** U80302PN2001PLC135348

**Registered office:** ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016.

**Email id.:** [cs@mkcl.org](mailto:cs@mkcl.org); **Web address:** [www.mkcl.org](http://www.mkcl.org)

Name of the member (s): Registered address: E-mail Id: Folio No. /Client Id: DP Id:
---

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_, or failing him
2. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_, or failing him
3. Name:  
Address:  
E-mail Id:  
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, the 20<sup>th</sup> day of September, 2022 at 11:00 a.m. at the Registered Office of the Company at ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional, see Note 2) (Please mention no. of shares)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	Director retiring by rotation – Mr. Vikas Rastogi		
4	Director retiring by rotation – Dr. Anant Sardeshmukh		
5	Director retiring by rotation – Dr. Rajaram Deshmukh		
6	Approval of terms of remuneration of Auditors		
<b>Special Business</b>			
7	Ratification of remuneration to Cost Auditors.		
8	Appointment of Dr. Subhash Chaudhari as Director in the category 'Vice Chancellors as Representatives of Shareholder Universities'		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of proxy holder(s)

Affix revenue stamp of not less than Re.1/-
---

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting (on or before September 18, 2022 at 11.00 a.m. IST).
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as she/he may deem appropriate.

## INSTRUCTIONS FOR REMOTE E-VOTING

**1) The instructions for shareholders voting electronically are as under:**

- A) Members whose names appear in the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 16, 2022 at 04:00 p.m. IST can attend the 21<sup>st</sup> AGM and shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting or physical voting. A person who is not a Member as on Friday, September 16, 2022 at 04:00 p.m. IST should treat the Notice of 21<sup>st</sup> AGM for information purposes only.
- B) The e-voting period commences on **Saturday, September 17, 2022 (9:00 a.m. IST) and ends on Monday, September 19, 2022 (5:00 p.m. IST)**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, September 16, 2022 at 04:00 p.m. IST may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. The facility to vote physically shall be given at the AGM to members physically present at the venue.
- C) The Board of Directors have appointed Mr. Shailesh Indapurkar (ACS 17306, C.P.No.5701) of M/s Shailesh Indapurkar & Associates, Company Secretaries, Pune as the Scrutinizer for conducting the remote e-voting and physical voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
- D) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the voting through remote e-voting and physical voting, not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the RTA and will also be displayed on the Company's website, [www.mkcl.org](http://www.mkcl.org). Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. September 20, 2022.
- E) Instructions for e-voting:

**Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Members 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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the member can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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 will be able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (i) Click on Shareholders / Members

- (ii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat mode.**

**PAN based login:**

In case member has registered PAN with Company/Depository Participant: Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use their folio no. as sequence number in the PAN field.

**Dividend Bank Details OR Date of Birth (DOB) based login:**

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> i.e. <Maharashtra Knowledge corporation Limited> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xv) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in 'Corporates' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - Please provide necessary details like 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 Company at [sachinn@mkcl.org](mailto:sachinn@mkcl.org)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory for e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 22 55 33**.

---