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NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"the Rules"**) and other applicable laws, Rules and Regulations, if any, Maharashtra Knowledge Corporation Ltd. (**"the Company"**) hereby seeks your approval by way of Special Resolution through Postal Ballot in respect of following Special Business.

Detailed explanatory statement setting out the material facts concerning the resolution is annexed to the Notice of Postal Ballot (**"the Notice"**).

SPECIAL BUSINESS

1. Alteration of the Objects Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with applicable Rules and Regulations made thereunder (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies and appropriate authorities, as and to the extent necessary, consent of the Members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the **"MoA"**) of the Company by substitution/deletion of certain clauses in the following manner-

(i) The existing heading of Clause III (A) be substituted by the new heading titled as **"The objects to be pursued by the Company on its incorporation are as under"**

(ii) The existing Clause III(A) of the MoA be altered by replacing it with new Clause III (a) having sub-clauses 1 to 12 as follows :

1. Education and Skill development:

- i. To develop a new educational paradigm which can plan, implement, supervise and regulate the developing needs of Higher and technical Education in the 21st century in the State of Maharashtra by promoting the IT enabled education programme commenced and transferred to the Company by the Department of Higher and Technical Education, Government of Maharashtra and to organize and perform on all other aspects under this project such as launching and development of portal in order to provide high quality in the education with better connectivity and co-ordination amongst the educational institutions, universities, students and the Government, and to obtain sponsorships, institutional backups and financial support for the present and future programmes and responsibilities accepted on behalf of the Department.

- ii. To provide, upgrade and maintain high quality educational systems to the oriented content, create software for substituting and supplementing existing printed course content and delivery of the same over the IT network, provide information on educational opportunities and students, faculties of the state university departments, colleges and other educational institutions, to update and supplement the current courses with the market driven and latest technology institutions through broad band connectivity amongst colleges, universities and students, empanel experts and faculty for online education ensure access to national and international educational sources of reference, enable interactions between educational institutions and Industry, provide affordable access to hardware and software to the students and research scholars and to facilitate availability of information regarding admission criteria, forms, lists, fees, educational policies, examination results as per the users need.
- iii. To conceive, design, develop, offer and implement Educational Programs, frameworks, products and services which empower Teachers with 21st Century teaching skills, with effective and efficient use of Information and Technology.
- iv. To carry out activities related to academic development and impart, promote, support, assist, aid and spread education in arts, literature, science, commerce, technology and all other fields of human interests and for this purpose to find, promote, establish, erect, equip, maintain, organize, run, manage, supervise, superintend, co-ordinate, affiliate, control, guide and aid Schools, Colleges, residential Schools and Colleges, Academies of Excellence, Universities, Training Institutions, Research Institutions, Hostels, Boarding Houses, Museums, Laboratories, Exhibitions, Libraries, Lecture halls, Practical Classes & other Educational Institutions, Educational Research Centers and Educational projects and promote research and development in all branches of human interest and award degrees, diplomas, certificates or such other titles in vogue in the academic field in a manner consistent with the prevailing laws.
- v. To establish, run, manage, authorize, implement a series of Role Based and Work and Performance Centric distance education degree and post-graduate degree programs in different sectors for learners at large in joint collaboration with appropriate Authorities viz. Universities so as to give an intensive exposure, expertise and experience to the learners in an eLearning supported internship mode within the mentor mediated real-life work environments of the industries in an innovative learning through working paradigm that attempts to seek a blend of the work environment and learning environment.
- vi. To conceive, design, develop and deploy Education Programs for skilling, reskilling and up-skilling the youth on a large scale and in a time bound manner by developing and successfully deploying software frameworks for skill development management and administration, eLearning, eAssessments and placements, as a -
 - a) Knowledge and Strategy Partner in Skill Development Mission
 - b) Comprehensive Software Framework Provider
 - c) High Quality eContent Provider for Learning and Assessment
 - d) eLearning Management Service Provider
 - e) Single Point Nodal Agency for establishing and operating a state-wide network of Skill Development Centers under the Public-Private-Partnership Mode
 - f) Implementation and Monitoring Support Partner
 for skill development missions being established by various State Governments.
- vii. To develop skilled manpower through various educational programs to meet the employability requirements of youth and to instill self-employment skills among them through a large number of vocational education courses relevant to emerging knowledge society and knowledge economy, as a result of which there will be a proper match between the skilled manpower required and skilled manpower available.

- viii. To promote, train, facilitate and handhold an individual for 'Digital Freelancing' so as to ensure earning, locally pursuable and globally relevant careers with earning opportunities in the virtual freelancing space.

2. Information Technology ("IT") and IT-Enabled Services:

- i. To act as facilitator and coordinator amongst the State Government, Universities, Educational institutions whether Government owned or otherwise, examination bodies and authorities over the world; to ensure the implementation of "IT for all and all for IT" programme and to conduct seminars, work-shops, capsule courses on IT enabled education and other branches of information technology.
- ii. To conceive, design, develop, offer and deploy imaginative, pervasive and appropriate applications of Information Technology for universalization of digital literacy.
- iii. To conceive, design, develop, offer and deploy products and services in the field of Education, Governance and Empowerment as a Consultant, Fast-track IT Enabler, IT Integration Partner, Business Process Re-Engineering Partner and Knowledge Partner of the educational institutions ranging from Private Organizations, Schools, Colleges to Universities as well as of the Government Departments, Semi-Government Organizations and Community/Voluntary organizations and mission mode project Organizations.
- iv. To provide and supply end-to-end technology solutions including, but not limited to, information technology, turnkey solutions, systems integration of software, software and content, computers, peripherals networking and communication components, telecommunication infrastructure development and other solutions.
- v. To conceive, design, develop, offer and deploy state-of-the-art innovations, strategies, models, frameworks, technologies, products, processes, solutions and services at affordable costs for transforming education, governance and empowerment processes in particular and socio-economic transformative processes in general.
- vi. To conceive, design, develop, offer and deploy end-to-end online admission, online examination with instant results, online selection based on instant merit-list generation, online scholarships disbursements, online recruitments, CRM, government scheme implementation services.
- vii. To act as importers, exporters, distributors, installers, maintenance agents, repairs of and dealers in software products, hardware products, computer programs and applications, computer devices and equipment, communication software products/solutions in the local or international markets with or without foreign collaboration or arrangements in various technological areas, in particular, relating to internet technologies like web creations and launching, e-commerce, e-governance technologies and support services, Computer Aided Design (CAD) technologies, geographical information system, telematics, telecom system and provide, depute, hire personnel whether from India or abroad and to impart training services in these areas by running computer training and education centers.
- viii. To act as consultants in the field of information technology and its application including establishing training centers, institutes conducting courses on advance computing applications, software engineering, business computing, data communication and networking, digital multimedia applications, computational science and numerical methods, image processing and remote sensing applications with/without the recognitions of reputed and well known organizations.

- ix. To design, build and maintain Internet Data Centers for provision of Cloud Services whether in India or abroad
- x. To carry on all kinds of business of designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, exporters, agent consultants, system designers and contractors for erection and commissioning on turn-key basis or to deal in any other manner including storing, packing, transporting, converting repairing, installing, training, servicing, maintenance of all types of electronic equipment and devices.

3. Child care and development:

- i. To conceive, design, develop, offer and implement in collaboration with domain experts, antenatal and postnatal education to expectant mothers, new mothers and concerned stakeholders to promote, protect and maintain the health and well-being of women and children.
- ii. To bring together all stakeholders viz. parents, teachers, experts, pre-schools, Anganwadis, balwadis, N.G.Os, children's activity classes, etc. to promote, discuss, learn and share, connect and bring about a change in the quality of care development and learning in early childhood.
- iii. To promote and support the optimal education and development of children, from birth through early adolescence, and to influence the professional growth of educators and the efforts of others who are committed to the needs of children in a changing society so that the childhood years can be enriched.

4. Governance and Empowerment:

- i. To conceive, create and implement new value-based paradigms in education, governance and empowerment of common people in the context of rapidly emerging knowledge-based society and knowledge-led economy and consistent with development opportunities therein and to pursue the transformative agenda of bridging the Knowledge Divide and resultant Development Opportunity Divide.
- ii. To conceive, design, develop, offer and deploy products and services to bridge the communication gap between the Government with hundreds of welfare Statutes, Schemes, Benefits, Subsidies and Entitlements on one hand and millions of citizens on the other who are unaware of the welfare schemes/entitlements.

5. Social and economic Welfare:

- i. To undertake, carry out, promote and sponsor rural development including any program for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any program of rural development and to assist execution and promotion thereof either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing, 'Program of Rural Development' shall also include any program for the revitalization of land and water resources, their use and conservation, social and economic welfare of or economic uplift of the public in any rural/urban area which the Board of Directors consider it likely to promote and assist rural development. The word 'Rural Area' shall include such area as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Board as rural areas at its discretion in order to implement these objects.

- ii. To engage in transformative initiatives as a Consultant, Fast-track IT Enabler, IT Integration Partner, Business Process Re-Engineering Partner, Implementation and Knowledge Partner for achieving the Sustainable Development Goals (SDGs) as stated by the United Nations.
- iii. To create, promote, establish a research and welfare Trust and/or a not-for-profit Company to conduct the activities of advance research and development for the knowledge society, identification and ensuring protection of marketable knowledge, facilitating exchange of knowledge, production and promote knowledge intensive societies, evolve methodologies for research and development transactions, emerging patterns in relationships between business and research and spreading IT in the neglected areas, among rural population and to support underprivileged people of India; To carry on the activities in India of academic development; To promote and protect livelihoods and create livelihood generating opportunities and improving quality of life; To provide knowledge input, services and also assist and support other organizations, for conservation of natural resources, waste management and promotion of energy efficient devices and green and renewable sources of energy and to also support activities that contribute to development, capacity building awareness, information dissemination and research in this area; To promote and sponsor or assist any knowledge based activities for the promotion and growth of national economy and for discharging social and moral responsibilities as also any activity to promote national welfare or social, economic or moral uplift of the public and such other objects.

6. Broadcasting and dissemination of Knowledge, information:

- i. To own, establish, manage and operate Radio Broadcast Station(s), subject to necessary Government approvals, allotment of frequency, license(s) on FM / MW / SW / AM, if any, anywhere in India or out of India, including but not limited to digital broadcast, web broadcast, satellite broadcast and broadcast by any medium now known or that may be developed in the future and to produce talk shows, promos, jingles, capsules, serials, program software, advertisements, etc., and to make, buy, sell and/or trade in content, programmes, software either produced by the Company or outsourced; to hire equipment and to set up transponders to broadcast programmes subject to necessary approvals and to own, establish, run and operate a recording studio, sound mixing studio, dubbing studio, editing unit and theatre.
- ii. To manufacture, produce, exhibit, distribute, buy and sell, assign, license, telecast, broadcast news and current affairs, television films, commercial films, video films, video magazines and to engage in other similar activities related thereto, and to carry the business to produce, promote, manage project, procure or acquire rights, participate, manufacture, process, prepare, alter, develop, expose, edit, exhibit, broadcast, transmit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export and deal in any manner, act as agent, distributor, proprietor, organizers, promoters, sponsors, copyright owners, audio and video right owners, media partners and media advisors of all kinds of live and recorded sports, entertainment events, news and current affair events, summits, concerts, plays, shows, exhibitions, premiers in all languages in India or elsewhere.
- iii. To broadcast, telecast, relay, transmit, distribute or run any video, audio, voice, or other programmes/software, (both proprietary and third party) over television, radio, internet, telecom or any other media.
- iv. To engage in dissemination of news, knowledge and information of general/specific interest, by web-page design, creation and hosting and any business relating to the internet or e-mail, networking and communication environments.

7. Marketing and Brand Promotion:

- i. To carry on business of distribution, sales, marketing, purchasing, production, advertising, intermediating, providing, delivering of diverse varieties of goods, products, services by and through E-commerce, Internet, Intranet, Web, Networks, Physical Transfers, Direct Mailing, and such like other traditional and emerging methods and channels and in designing, providing, hosting, supporting, operating, managing, consultancy, marketing, of all types of Electronic and other Network and Network Systems and emergent systems and technologies.
- ii. To carry on the business to design, manufacture, maintain, install, prepare, produce, alter, buy, sell, import & export all kinds of advertising and publicity material, objects, novelties, packaging and other advertising materials such as slides, pamphlets, calendars, posters, hoardings, cutouts, etc.
- iii. To print, publish and conduct for sale one or more newspapers and other periodicals including magazines, books, pamphlets or any other publication in English, Hindi, Marathi and/or any other language, either daily or otherwise.

8. Intellectual Property:

- i. To apply for, obtain, register, purchase, or by other means acquire and protect, prolong and renew, whether in India or elsewhere, any intellectual property including trademarks, patents, copyrights, trade secrets, or other intellectual property rights, licenses, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to grant licenses or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

9. Research and Development:

- i. To undertake and carry on scientific and technical research, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prizes, grants and bursary to students or independent students or otherwise and to encourage, promote and award studies, researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

10. Infrastructure Development and Management:

- i. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s).
- ii. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy

installments or by hire purchase system and otherwise.

- iii. To let, sub-let whole or in part premises, building owned by the Company and to engage in providing Business Support Services including Business Center facilities and to make available office facilities, amenities, convenience, services and other ancillary facilities related therewith.
- v. To build, construct, develop, manage, maintain and make available to others on rental basis, Auditorium for lectures, discourses, conferences, meetings, functions, performances and social, educational, cultural and recreational activities and to provide facilities, amenities, convenience, services and other ancillary facilities related therewith.

11. Promotion of Company/ies:

- i. To promote, form and register and aid in the promotion and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly to benefit the Company and to transfer to any such company or any other company any property of the Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties and business of any company on such terms as may be arranged for the purpose of Part A of the objects clause of the Company.

12. Others:

- i. To enter into partnership or any arrangement or agreement with any Governments, Universities, Multiversities, Authorities, municipal, local or otherwise or any person or company or any of them for sharing profits, union of interests, exchanging of shares, joint venture, reciprocal concession or cooperation and engage in any business or transactions which the Company is authorized to carry on and to obtain from such Government, Authority, person or company any rights, licenses, privileges, charters, contracts and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith, and to oppose any proceedings or applications which may seem calculated directly or indirectly prejudice the interests of the Company.
- ii. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational, engineering, environmental, data analytics, data processing, communication and other technological social or other services.
- iii. To provide personnel requirement services and to carry on business of consultants and providing management services including but not limited to personnel recruitment services covering all categories of employees for any type of organization and to incur auxiliary and incidental expenses.
- iv. To solicit and procure life, non-life, health and general insurance business as Corporate Agent and to undertake such other activities as are incidental or ancillary thereto.
- v. To carry on in India or anywhere in the world, all or any of the above objects as Innovators, Change-makers, Designers, Developers, Knowledge Partners, Implementation Partners, Fast-track Enablers, Integration Partners, Business Process Re-Engineering Partners, Business Partners, Consultants, Buyers, Sellers, Licensors, Licensees, Contractors, Agents, Hirers, Importers, Exporters, Remodelers, Over-haulers, Installers, Repairers, Representatives, Assemblers, Manufacturers, Processors, Dealers, Retailers, Distributors, Stockiest and service providers as principals, agents, contractors or otherwise

deal in products, technologies, solutions and services.

- vi. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 [including any amendment(s) thereto or any re-enactment(s) thereof] and Rules, Regulations made thereunder or in such other manner as the Company deems fit.

(iii) The existing heading of Clause III (B) be substituted by the new heading titled as ***"Matters which are necessary for furtherance of the objects specified in Clause III(a) are as under"***.

(iv) The existing Clause III(B) of the MoA be altered by replacing it with new Clause III (b) having sub-clauses 1 to 6 as follows:

1. Business Enabling and Support Services:

- i. To carry on in India or anywhere in the world all or any of the above objects in any manner, including through conventional physical means or through electronic means including, but not limited to, e-commerce using computers through online platforms or through online marketplace or using mobile devices.
- ii. To provide information technology based and enabled services, electronic remote processing, e-services, including, but not limited to, all types of internet based/web enabled services, software development, transaction processing, business support services including, but not limited to, providing services for back office and processing requirements, contacting and communicating to and on behalf of the customers by voice, data image, letters using dedicated domestic and/or international private lines.
- iii. To carry out business process management, remote help desk management, remote management, remote customer interaction, customer relationship management and customer servicing through call centers, email based activities and letter/facsimile based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non-financial data.
- iv. To award diplomas, certificate and other distinctions to trained candidates and to prescribe standards of proficiency before the award of such diplomas, certificates and other distinctions.
- v. To outsource to outside Agency/ies any of the Company's business process as felt appropriate.
- vi. To appoint Channel/Network Partners, Business Development Partners, Business Implementation Partners, Business Development Advisors, Agents, Sub-agents, Distributors, Dealers, etc. to promote, market, sell, distribute, deliver and implement Company's products and services.
- vii. To create a pool of trainers /learning facilitators for effective impart and implementation of the Educational Programs, such that education system assume a desirable blend of high-tech with human touch.
- viii. To appoint all kinds of agents, brokers, advocates, barristers, solicitors, pleaders, lawyers, technicians, consultants, advisers and experts as felt appropriate.
- ix. To liaise and collaborate with various domain expert organizations, individuals for development of content, courses, etc. and to arrange for the printing, publishing of the same (including in electronic media).
- x. To forge partnerships, including public-private-partnerships with organizations having

complementary strengths so as to network all available resources such as infrastructural, financial, human, intellectual, educational, developmental, etc.

- xi. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into consortium, association and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.
- xii. To apply for, aid in promoting and obtain any act of Parliament, privilege, charter, concession, license or authorization of any Government or State or Municipality, provisional order or license of any authority for enabling the Company to carry any of its objects into effect or for use thereof, which may seem capable of being used for or in connection with any of the purposes of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same.
- xiii. Subject to the provisions of the Act, to make donations to such person or persons either in cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national, public or other Institutions or object or for any exhibition or for any public, general or other objects and to establish, support or aid in the establishment and support of associations, institutions, funds and conveniences for the benefit of the employees or of person having dealings with the company of the dependents or relatives of such persons and in particular friendly or other benefit society and to grant pensions, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.

2. Corporate Matters:

- i. Subject to the provisions of the Act, to distribute as dividend or bonus among the members or to place or reserve or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, any moneys otherwise available for distribution as dividend or bonus.
- ii. To purchase or otherwise acquire and undertake including by merger, amalgamation or otherwise, the whole or any part of the business, property, rights, assets, liabilities and obligations of any persons, firm or company carrying on any business which the Company is authorized to carry on or possessed of property or rights suitable for any purposes of the Company.
- iii. Subject to the provisions of the Act, to amalgamate with any other Company in any manner whatsoever (whether with or without liquidation of the Company) having objects altogether or in part similar to those of this Company.
- iv. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchange, market or institution in India or any part of the world.
- v. Subject to the provisions of the Companies Act, 2013 and Companies Act, 1956 (to the extent applicable) (hereinafter referred as "the Act"), to invest in, other than investment in Company's own shares, and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.

- vi. To acquire and hold shares, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations, or securities acquired by original subscription, tender, purchase, exchange or otherwise and so to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by and incidental to the ownership thereof and any such shares, stocks, debentures, debenture-stocks, bonds, obligations or securities to sell or otherwise dispose off.
- vii. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- viii. Subject to the provisions of the Act, to distribute among the members in specie, all or any property of the Company, or any process of sale or disposal of any property of the Company, in the event of winding up of the Company but, so that no distribution amounting to reduction of capital be made except with the sanction, if any for the time being required by law.
- ix. To sell or dispose-off the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

3. Infrastructure Development and Management:

- i. To build, construct, erect, develop, laydown, purchase, obtain on lease or license any buildings, offices, centers, shops, stores, and operate hostels, guest-houses or other buildings likely to be useful to or assist in any business which the Company is authorized to carry on, including for employees to enable them to discharge their duties, or otherwise assist or take part in the construction, improvement, maintenance, working management carrying out or control thereof, necessary or convenient for the purposes of the Company and alter, extend, improve, remove, replace, repair, enlarge, modify, maintain, manage the same including any existing building/s, and to provide and equip the same with electricity, water, drainage, furniture, fittings, telecommunication, internet, computing infrastructure, instruments, apparatus and appliances and other things for the use to which such building/s is to be put up or held.
- ii. To establish and maintain offices, branches or appoint agencies, network partners, representatives, agents, canvassers, selling and buying agents in India or abroad for conducting the business of the Company or for the purchase and sale of products and services dealt with by the Company and to regulate and discontinue the same.

4. Accounts and Finance:

- i. To open, operate, close account/s of all types including current, fixed deposits, overdraft, cash credit, loan accounts with bank or banks and to operate, pay into and to withdraw, transfer, money from such account or accounts.
- ii. To make, draw, accept, negotiate, endorse, discount, execute, issue and/or assign cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warranties and all other negotiable or transferable instruments in connection with the business of the Company.
- iii. To insure and keep insured Company's manpower as well as Company's properties, buildings, machinery, plants, materials, equipments and all other properties of the Company, movable or

immovable either lying in the godowns, or offices, or in the workshops or elsewhere or in transit for import against loss or damage by fire or other risks.

- iv. To pay out of Company's funds, all costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and any such other company and incidental to the negotiations between the promoters preliminary to the formation of the company and other pre-incorporation or preliminary and other expenses and also all costs, charges, impositions and expenses of and incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the aforesaid purposes.
- v. Subject to the provisions of the Act, to invest money with or without security and generally make advances of such sum/s of money upon or in respect of or of the purchase of content, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.
- vi. To lend and advance money to such persons, firms or companies in such manner and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee performances of contracts by any such persons, firms or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulations Act, 1949 or of the Insurance Act, 1938.
- vii. Subject to the provisions of the Act, and the Rules made thereunder and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any purpose of the Company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments or by taking credit in or opening current accounts or over-draft accounts with any persons, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient.
- viii. Subject to the provisions of the Act, and the Rules made thereunder and the directions issued by Reserve Bank of India to, to borrow or raise or secure the payment of money or to receive any money on deposit at interest for any of the purpose of the Company, and at such time and in the manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this Company or perpetual annuities and as security for any such money s borrowed, raised or received or any of such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem and pay off any such securities.
- ix. To act as trustee of any deeds constituting or securing any debentures, debenture-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, treasurer, custodian and trust corporation carrying on activity similar to the objects of the Company.
- x. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description and other valuable securities of the Company.
- xi. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares, with or without preferred rights in respect of dividend or

repayment of capital or otherwise by any securities which the Company has the power to issue or by the grant of any rights or options, or partly in one mode and partly in other, and on such terms as the Company may determine.

- xii. Subject to the provisions of the Act, to create any reserve funds, sinking fund, insurance fund, or any other special funds whether for depreciation, for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
- xiii. To accept payment for the business or undertaking of the Company or any part thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments, or otherwise or in shares or bonds, of any company or corporation, with or without deferred or preferred rights in respect of dividends or repayment of capital or otherwise by means of mortgage, or by debentures, debenture-stock or mortgage, debentures or bonds of any Company or partly in one mode or partly in another and generally on such terms as the Company may determine.

5. Human Resources Development:

- i. To appoint and employ for the Company's objects, business, transactions, operations and management of affairs employees, consultants, trainees, advisors, etc.
- ii. To undertake irregular initiatives for re-skilling/upskilling of the Company's human resources to achieve the Company's quality objectives and to keep the Company competent to design, develop and deliver innovative and state-of-the-art products and services to the customers continuously.
- iii. To grant pensions, allowances, gratuities, bonuses, aid to existing and former employees and officers (including Executive Directors) of the Company or their dependents and to make payments towards insurance for any purpose/persons and to establish joint and support any trust funds or schemes (whether contributory or non-contributory) with a view to provide pensions or allowances for any such persons or any other association, institutions, trusts, funds, schemes, clubs and conveniences envisaged to benefit any such persons;
- iv. To provide for the welfare of employees or ex-employees of the company and the spouses and families or the dependents of such persons by building houses, old age homes, sanitarium, and/or contributing to the pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
- v. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Act or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.

6. Others:

- i. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the objects mentioned in Part (a) of the Objects Clause or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction, collaboration with others.

(v) The existing Clause III(C) comprising sub-clauses 45 to 56 be deleted.

RESOLVED FURTHER that the words 'Companies Act, 1956' in the existing MoA shall be substituted with the words 'Companies Act 2013', wherever required and reference to various sections of the Companies Act, 1956 in the existing MoA, be replaced with the reference to the corresponding Sections of Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as "the Board") or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the Members of the Company."

Registered Office : ICC Trade Tower, `A' Wing, 5th 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

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Komal Chaubal
Company Secretary
Membership No. F5186

Pune, August 07, 2019

NOTES :

- (i) The explanatory statement pursuant to Section 102 of the Companies Act, setting out the material facts is annexed hereto and forms part of this notice.
- (ii) The instructions/notes printed overleaf the Postal Ballot Form are an integral part of this Notice. Please read the instructions/notes before exercising the vote.

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special business mentioned under item no1. 1 of the accompanying Notice.

Item No.1

The existing Memorandum of Association ("MoA") of your Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which came into force with effect from 1st April, 2014, require stating the objects clause in a different manner. In view of the said requirements, the Objects Clause III of the MoA is proposed to be altered as under-

1. The existing heading of Clause III (A) be substituted by the new heading titled as **"The objects to be pursued by the Company on its incorporation are as under"**

2. The existing Clause III(A) of the MoA be altered by replacing it with new Clause III (a) having sub-clauses 1 to 12. Majority of the objects mentioned in the existing Clause III (C) have been included under the new Clause III(a) to the extent felt appropriate. However, some objects have now become inapplicable as the business processes of the Company have undergone changes over a period of time. Such objects have been deleted. Further, in order to clearly reflect the long-term objects, vision and mission of the Company to create new value-based paradigms in education, governance and empowerment of common people in the context of rapidly emerging knowledge-based society and knowledge-led economy and consistent with development opportunities therein, some new objects have been added. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company.

3. The existing heading of Clause III (B) be substituted by the new heading titled as ***“Matters which are necessary for furtherance of the objects specified in Clause III(a) are as under”***.

4. The existing Clause III(B) of the MoA be altered by replacing it with new Clause III (b) having sub-clauses 1 to 6. Several of the incidental/ancillary objects mentioned in the existing Clause III (B) have been included under the new Clause III(b). Further, some new enabling objects have been included which are necessary for implementation of the objects specified in new Clause III(a).

5. The existing Clause III(C) comprising sub-clauses 45 to 56 be deleted.

Pursuant to the provisions of section 4, 13, 110 and all other applicable provisions, if any, of the Act, with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the objects clause of the MoA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

Copy of the existing MoA and copy indicating the proposed amendments would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 4.00 p.m. on all working days (Monday to Friday), from Friday, August 30, 2019 upto and including the last date of voting through Postal Ballot.

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. 1 of the accompanying Notice for the approval of the Members as a Special Resolution.

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E-mail : cs@mkcl.org Website: www.mkcl.org

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Komal Chaubal
Company Secretary
Membership No. F5186

Pune, August 07, 2019



Maharashtra Knowledge Corporation Limited
CIN : U80302PN2001 PLC135348
Regd. Office : ICC Trade Tower, 'A' Wing, 5th Floor, Senapati Bapat Road,
Shivajinagar, Pune 411 016, Maharashtra, INDIA.
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POSTAL BALLOT FORM
(to be returned to Scrutinizer)

Serial No.

1. Name of the Member(s) including joint holders, if any
2. Registered Address of the Sole/ First named Member
3. Registered Folio No./DP-ID-Client ID No.>(*Applicable to members holding shares in dematerialized form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the business for the business stated in the Notice of Postal Ballot dated August 07, 2019 and enumerated below by recording my/our assent or dissent to the following Special Resolution by placing a tick (✓) at the appropriate box below :

Item No.	Brief Description of the Resolution(s)	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of the Object Clause of the Memorandum of Association of the Company.			

Place :

Date :

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

For Office use only: (to be filled by Scrutinizer)

Verified by Scrutinizer

Date of receipt:

Vote : Accepted Rejected

Reasons for rejection, incase rejected:

Notes/Instructions

1. This Notice of Postal Ballot ("the Notice") 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 09, 2019 at 4.00 p.m. IST. ("record date") and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members/Beneficial Owners as on the record date. A person who is not a Member as on Friday, August 09, 2019 at 4.00 p.m. IST. should treat this Notice for information purpose only. Notice is being sent by permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Reply Envelope.
2. There will be one Postal Ballot Form for every folio/ Client ID irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with Company and in his absence the next named member. In case of University Member, the Postal Ballot Form should be completed and signed by the Vice Chancellor/Registrar. In the case of Members who are Corporates, Societies, Institutions, Autonomous Bodies, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to person voting on the Postal Ballot Form. Voting rights in the Postal Ballot cannot be exercised by a proxy.
3. The Board of Directors have appointed Mr. Shailesh Indapurkar (ACS 17306, C.P.No.5701) of Shailesh Indapurkar & Associates, Company Secretaries, Pune as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
4. The period for voting through Postal Ballot starts from Saturday, August 31, 2019 at 9.30 a.m. IST and ends on Monday, September 30, 2019 at 5.00 p.m. IST and any Postal Ballot received thereafter shall not be considered. The Postal Ballot Forms received after Monday, September 30, 2019 5.00 p.m. IST will be treated as if the reply from the member has not been received.
5. All the documents referred to in accompanying Notice and explanatory statement shall be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 4.00 p.m. on all working days (Monday to Friday), from Friday, August 30, 2019 upto and including the last date of voting through Postal Ballot.
6. Members are requested to carefully read the instructions before casting their vote and return the Postal Ballot Form, duly completed in all respect and signed, in the attached self-addressed postage prepaid Reply Envelope, so as to reach **the Scrutinizer at Maharashtra Knowledge Corporation Ltd. (MKCL), ICC Trade Tower, 'A' Wing, 5th Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, Maharashtra, India, not later than Monday, September 30, 2019 at 5.00 p.m. IST.** However, the self-addressed Reply Envelope containing the Postal Ballot Form, if sent by courier/registered post/speed post at the expense of the registered member, will also be accepted. Postal ballot form may also be deposited personally in the attached self-addressed Reply Envelope.
7. The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the columns, will render the said Form invalid.
8. Please convey your assent/dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Members are requested to fill the postal ballot form in indelible ink and not in any erasable writing mode.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope (except certified true copy of Board Resolution/Authority Letter as mentioned in no.2 above) and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Member may request for duplicate Postal Ballot Form from the Company by writing email to cs@mkcl.org with subject line 'Request for Duplicate Postal Ballot Form-2019' and informing Membership details i.e. Name of Member/s, Folio No./DP-ID-Client ID No. and number of Shares held. No other form or photocopy thereof is permitted. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than Monday, September 30, 2019 5.00 p.m. IST.
11. The self-addressed envelope bears the name & address of the Registered Office of the Company and envelopes received shall be handed by the Company to the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report. The result of the Postal Ballot will be announced on Thursday, October 10, 2019 at 3.00 p.m. IST on web-site of the Company <http://www.mkcl.org/shareholders>. The resolution, if approved by the requisite majority, shall be deemed to have been passed on Monday, September 30, 2019 at 5.00 p.m. IST, being the last date specified for receipt of duly completed Postal Ballot Forms.
14. The said results along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Registered Office and hosted on the website of the company i.e. <http://www.mkcl.org/shareholders>.