

NOTICE

Notice is hereby given that the **17th 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, 5th Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 25th day of September, 2018 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, 2018, 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**:

17AGM/25.09.2018/01

“RESOLVED that -

a) the audited stand-alone Financial Statements of the Company for the financial year ended March 31, 2018; and
(b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2018, 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.2.50/- per equity share for the financial year 2017-18, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/02

“RESOLVED that a final dividend @ Rs.2.50/- per equity share of Rs.10/- each, absorbing in aggregate Rs.2,02,00,488/- (Rupees Two Crores Two Lacs Four Hundred and Eighty Eight Only), be and is hereby declared out of the profits of the Company for the year ended 31st March, 2018 and that the same be paid to those shareholders whose names appear in the Register of Members of the Company as on the date of the 17th Annual General Meeting of the Company subject to giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 17, 2018.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Director retiring by rotation.

To appoint a Director in place of Professor E. Vayunandan, 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**:

17AGM/25.09.2018/03

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Professor E. Vayunandan (DIN 07737382), Hon’ble Vice Chancellor, Yashwantrao Chavan Maharashtra Open University (YCMOU), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that incase Professor E. Vayunandan ceases to be Vice-Chancellor of YCMOU, 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, provided that any person so appointed shall hold office only up to the date up to which Professor E. Vayunandan in whose place s/he is appointed would have held office if it had not been vacated.

RESOLVED FURTHER that if the office of Professor E. Vayunandan is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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 Professor E. Vayunandan 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.”

4. Approval of terms of remuneration of Auditors.

To approve terms of remuneration of M/S P.V. Page & Co., Chartered Accountants, (Firm’s Registration No. 107243W) as Auditors of the Company for 2018-19 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/04

“RESOLVED that with reference to resolution no.13AGM/26.09.2014/04 passed in the 13th 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 P.V. Page & Co., Chartered Accountants (Firm Registration No. 107243W) were appointed as Auditors of the Company for conducting the audit of the Accounts of the Company for Financial Year 2017-2018 and to hold office from the conclusion of the 13th Annual General Meeting (AGM) to the conclusion of the 18th AGM to be held in the year 2019.

RESOLVED FURTHER that consequent to The Companies (Audit and Auditors) Second Amendment Rules, 2018 below bracket in the said resolution no. 13AGM/26.09.2014/04 stands deleted.

‘(subject to ratification of their re-appointment at every AGM by the members of the Company)’,

RESOLVED FURTHER that the terms of remuneration of Statutory Auditor for 2018-19 shall be such as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Special Business

5. Ratification of remuneration to Cost Auditors.

To ratify remuneration payable to Cost Auditors for the financial year 2018-19 and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/05

“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 2018-19 be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Approval of Appointment of Professor Suhas Pednekar, Hon'ble Vice Chancellor, University of Mumbai in casual vacancy caused by vacation of office of Dr. Sanjay Deshmukh filled by the board.

To consider approval of appointment of Professor Suhas Pednekar, Hon'ble Vice Chancellor, University of Mumbai in the vacancy caused by cessation of Dr. Sanjay Deshmukh, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/06

"RESOLVED that pursuant to provisions of Section 161(4) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, approval be and is hereby given to the appointment as Director of Professor Suhas Pednekar (DIN 0008193367), Hon'ble Vice Chancellor, University of Mumbai in the category 'Vice Chancellors as Representatives of Shareholder Universities' made by Board of Directors vide resolution no.79BM/26.06.2018/7 in its meeting held on June 26, 2018, for filling the casual vacancy caused by vacation of office of Dr. Sanjay Deshmukh, and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that incase Professor Suhas Pednekar ceases to be Vice-Chancellor of University of Mumbai, 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 subject to approval of the members, provided that any person so appointed shall hold office only up to the date up to which Professor Suhas Pednekar in whose place s/he is appointed would have held office if it had not been vacated.

RESOLVED FURTHER that if the office of Professor Suhas Pednekar is vacated before his term of office expires in the normal course, the resulting casual vacancy, may be filled by the Board of Directors at a meeting of the Board subject to approval of the members , provided that any person so appointed shall hold office only up to the date up to which Professor Suhas Pednekar 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."

7. Appointment of Dr. Charudatta Mayee as Independent Director.

To consider appointment of Dr. Charudatta Mayee as Independent Director in the vacancy caused by resignation of Dr. Dilip Boralkar and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/07

"RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association, Section 149 of the Companies Act, 2013 ("the Act"), Section 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, Dr. Charudatta Mayee (DIN 03607287) be and is hereby appointed as an independent director on the Board of the Company for a tenure from October 01, 2018 to September 30, 2023 and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Dr. Charudatta Mayee is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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. Charudatta Mayee 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 do all such acts, deeds and things as are necessary for giving effect to this resolution."

8. Appointment of Mr. Girish Sohani as Independent Director.

To consider appointment of Mr. Girish Sohani as Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

17AGM/25.09.2018/08

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association, Section 149 of the Companies Act, 2013 (“the Act”), 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, Mr. Girish Sohani (DIN 00397491) be and is hereby appointed as an independent director on the Board of the Company for a tenure from April 01, 2019 to March 31, 2024 and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Mr. Girish Sohani is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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 Mr. Girish Sohani 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 do all such acts, deeds and things as are necessary for giving effect to this resolution.”

9. Re-appointment of Dr. Anil Kakodkar as independent director.

To consider re-appointment of Dr. Anil Kakodkar as independent director in conformity with the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**.

17AGM/25.09.2018/09

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association, Section 149(10), (13) of the Companies Act, 2013 (“the Act”), read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, Dr. Anil Kakodkar (DIN 03057596) be and is hereby re-appointed as Independent Director for a tenure from April 01, 2019 to September 30, 2023 and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Dr. Anil Kakodkar is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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. Anil Kakodkar 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 do all such acts, deeds and things as are necessary for giving effect to this resolution.”

10. Re-appointment of Dr. Rajaram Deshmukh as independent director.

To consider re-appointment of Dr. Rajaram Deshmukh as independent director in conformity with the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**.

17AGM/25.09.2018/10

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association, Section 149(10), (13) of the Companies Act, 2013 (“the Act”), read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, Dr. Rajaram Deshmukh (DIN 01690786) be and is hereby appointed as Independent Director for a tenure from April 01, 2019 to September 30, 2023 and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Dr. Rajaram Deshmukh is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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. Rajaram Deshmukh 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 do all such acts, deeds and things as are necessary for giving effect to this resolution.”

11. Re-appointment of Dr. Anant Sardeshmukh as independent director.

To consider re-appointment of Dr. Anant Sardeshmukh as independent director in conformity with the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**.

17AGM/25.09.2018/11

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association, Section 149(10), (13) of the Companies Act, 2013 (“the Act”), read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, Dr. Anant Sardeshmukh (DIN 00383994) be and is hereby re-appointed as Independent Director for a tenure from April 01, 2019 to September 30, 2023 and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Dr. Anant Sardeshmukh is vacated before his term of office expires in the normal course, the resulting casual vacancy, may 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. Anant Sardeshmukh 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 do all such acts, deeds and things as are necessary for giving effect to this resolution.”

NOTES :

- (a) A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and to vote on a poll instead of himself. 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 HOURS before the scheduled time of the commencement of the 17th AGM.
- (b) A Proxy can act on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying Voting Rights. However, a Member holding more than ten percent 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 another person or shareholder.
- (c) 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.
- (d) 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 and in case of Universities, a Letter of Authority be sent.
- (e) Explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed for Item Nos. 05 to Item No.11 being Special business transacted at the AGM.
- (f) The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2018 to September 25, 2018 (both days inclusive).
- (g) If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made to all Members in respect of shares held after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 17, 2018.

- (h) A blank form of attendance slip is attached herewith. The Members/proxies should bring duly filled in and signed attendance slip for attending the meeting. The Member needs to furnish a valid identity proof such as the PAN Card, passport, AADHAR card or driving license to enter the AGM room.
- (i) Pursuant to provisions of Section 124 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2018, nor shall any payment be made in respect of such claim.
- (j) Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has provided the required details of unpaid and unclaimed amounts of Dividend lying with the Company till March 31, 2018, on its website and has provided the same to the Ministry of Corporate Affairs' (MCA) website in the relevant form.
- (k) Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 124 of the Companies Act, 2013, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the said Act, and the applicable Rules.
- (l) The Register of Directors' Shareholding will be available for inspection at the meeting.
- (m) Members, who wish to receive dividend through Electronic Clearing Service (ECS), are requested to furnish their Bank Account details in the format available on website <http://www.mkcl.org/shareholders>. Also, we urge members to support our commitment to environmental protection by choosing to receive communications and documents through email. 'Application to register e-mail address and other details' are available on website <http://www.mkcl.org/shareholders>.

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

Pune, August 07, 2018

Vivek Sawant
Managing Director
DIN 00002285

Registered office:

ICC Trade Tower, 'A' Wing, 5th Floor, Senapati Bapat Road, Shivajinagar, Pune 411 016.INDIA.

CIN : U80302PN2001 PLC135348

Tel: 91 20 4011 4500/501 Fax : 91 20 2563 0302

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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. 5 to 11 of the accompanying Notice.

Item No.5 - 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 2018-19 at a remuneration of Rs.1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes & re-imburement of out-of-pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2019.

Pursuant to 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 passing an Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31st March, 2019.

No director, key managerial personnel or their relatives, is concerned or interested in the resolution. The Board recommends the resolution set out at Item No. 5 for the approval of the Members.

Item No.6 - Approval of Appointment of Professor Suhas Pednekar, Hon'ble Vice Chancellor, University of Mumbai in casual vacancy caused by vacation of office of Dr. Sanjay Deshmukh filled by the board.

The Board in its Board Meeting held on June 26, 2018 had appointed Professor Suhas Pednekar to fill casual vacancy which was caused consequent to cessation of Dr. Sanjay Deshmukh as Vice Chancellor.

Professor Suhas Pednekar having DIN 0008193367 (age 61 years) is currently the Vice Chancellor of University of Mumbai and was Principal of Ramnarain Ruia College, one of the leading colleges in India. Professor Pednekar has completed his Post Doctoral Studies in Green Chemistry at the Stevens Institute of Technology, USA. He has more than 28 years of experience in the field of higher education as a Teacher, Research Guide, Administrator, Resource Person, Principal Investigator in various Govt. and other Research Projects.

For his remarkable contribution in the field of higher education, Professor Pednekar has been conferred with the award of Best Teacher by the Government of Maharashtra in 2012. Very recently he has also been honored with the prestigious national level Best Chemistry Teacher Award by Tata Chemicals Ltd. in Association with the Association of Chemistry Teachers, Royal Society of Chemistry, the Confederation of Indian Industry and Godrej.

Professor Pednekar has been a member of various professional bodies such as Indian Chemical Society, Catalysis Society of India, Indian Science Congress, Society for Biomaterials and Artificial Organs, India, Indo- American Society, Indian Merchants Chamber, Indian Association of Chemistry Teachers, Vijnana Bharati, Mumbai, etc.

Professor Pednekar is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Professor Suhas Pednekar, are concerned or interested financially or otherwise in this resolution. The Board recommends the resolution set out at Item No.6 of the accompanying Notice for the approval of the Members.

Item No.7 - Appointment of Dr. Charudatta D. Mayee as Independent Director.

Dr. Dilip Boralkar, independent Director of the Company had tendered resignation on April 17, 2018 due to personal reasons and the Board of Directors of the Company recommends appointment of Dr. Charudatta Mayee in the vacancy caused by his cessation.

Dr. Charudatta Digambarrao Mayee having DIN 03607287 (age 72 years), is B.Sc. (Agri.); M.Sc.(Agri.); Ph.D in plant pathology and epidemiology from the Indian Agricultural Research Institute (IARI), New Delhi. He is a Fellow of Maharashtra Academy of Sciences and distinguished Fellow of the Alexander von Humboldt Foundation, Germany. Dr. C.D. Mayee is the President of Indian Society for Cotton Improvement, Mumbai and South Asia Biotechnology Centre, New Delhi and concurrently serving as Vice President of the National Academy of Agricultural Sciences (NAAS), New Delhi. Also, Adjunct Professor of IARI, New Delhi; Member of African Biosafety Network Expertise, Burkina Faso; Executive Board Member of International Service for Acquisition Agri-Biotech Applications, USA; Board Member of DR. PDKV AKOLA and SKAUST, Srinagar; and Gondawana University, Gadchiroli; Chairman of STRC, Gadchiroli and member of RGST, Government of Maharashtra. He is Chairman and Director of AFC India Limited.

Dr. Mayee commenced his career in plant pathology research at IARI and worked in various capacities in Central Rice Research Institute (CRRRI), Cuttack; Punjab Agricultural University (PAU), Ludhiana; Marathwada Agricultural University (MAU) Parbhani for nearly 30 years. The research, teaching and extension experience led him to work as Vice Chancellor-MAU Parbhani; Director-Central Institute of Cotton Research (CICR) Nagpur and Agriculture Commissioner, Government of India, New Delhi before retiring as the Chairman, Agricultural Scientists Recruitment Board (ASRB), Ministry of Agriculture and Farmers' Welfare, Government of India. Though specialized in Plant Pathology, Dr. Mayee committed himself for the growth of Indian Agriculture.

He is an outstanding Agricultural Scientist honoured by several organizations with distinguished national awards like Prof. M. J. Narasimhan Academic Award; V.P. Gokhale Award; Vasantrao Naik Krishi Award; Dr. B. Vishwanath Award; Life Time Achievement Awards; Lekhiram Memorial Award; Doda Raghav Reddy Award; Amit Prabudh Manishi Award; Sasya Suraksha Mahajani Award; Honoured with two civilian awards for social, cultural and scientific activities in the city of Nagpur viz., Global Nagpur And Sarathi Awards, Sheti Sanman Puraskar by ABP MAZA Marathi Channel; Annasaheb Shinde Puraskar for agri contribution; Dr. A. P. Misra Life Time Achievement Award, Padmabhushan Karmaveer Bhaurao Patil National Award, Rajendra Agricultural University, Pusa Samastipur; OUAT, Bhubaneswar and Assam Agricultural University, Jorhat.

Dr. C. D. Mayee has given declarations to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member proposing the candidature of Dr. C. D. Mayee to be appointed as Independent Director as per the relevant provisions 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.7 of the accompanying Notice for the approval of the Members.

Item No. 08 – Appointment of Mr. Girish Sohani as Independent Director.

The term of Dr. (Mrs.) Nishigandha Dewoolkar, Independent Director shall conclude on March 31, 2019. In the said vacancy which would be caused on such cessation, the Board of Directors of the Company recommends appointment of Mr. Girish Sohani as Independent Director to hold office w.e.f. April 01, 2019 to March 31, 2024.

Mr. Girish Sohani having DIN 00397491 (age 63 years) has obtained his Degree of Bachelor of Technology - Mechanical Engineering from Indian Institute of Technology, Mumbai and Postgraduate Diploma in Business Management from Indian Institute of Management, Ahmedabad.

He is President and Managing Trustee of BAIF Development Research Foundation, Pune. He is the Managing Director of BAIF Institute for Sustainable Livelihoods and Development. He serves as Director on the Board of Vasundhara Agri-Horti Producer Company Limited, BAIF Agro and Bio Technology Private Limited, BAIF Laboratories Limited and DR Manibhai Desai Management Training Centre.

Mr. Girish Sohani is directly involved in the institutional development of BAIF as a Resource Institution in the areas of Watershed Development, Tribal Livelihoods and Processing of farm produce. He is involved in the conceiving, implementation and monitoring of holistic / integrated livelihood programmes covering village production systems. These have covered farm-based production, livestock based production and tree-based farming systems. He initiated the Watershed Development Programme in BAIF through an applied research project for the Conjunctive Use of Ground and Surface Water Resources in the Deccan Trap areas of Maharashtra. He also worked closely with NABARD in setting up of the Tribal Development Fund. Mr. Sohani worked through various programmes on introducing appropriate interventions to help producers move up the value chain. This has taken the shape of a programme to develop rural agri-business in the form of cooperative based post-harvest operations as well as small agribusiness units by individual entrepreneurs.

Mr. Girish Sohani has been awarded the “Distinguished Alumnus Award 2011” by the Indian Institute of Technology, Bombay in recognition of outstanding contributions to Rural and Community Development. He is Member on Governing Board of various development organizations.

Mr. Girish Sohani has given declarations to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from member proposing the candidature of Mr. Girish Sohani to be appointed as Independent Director as per the relevant provisions 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.

Item no. 9 to 11

The tenure of Dr. Anil Kakodkar, Dr. Rajaram Deshmukh and Dr. Anant Sardeshmukh shall conclude on March 31, 2019. With a view to maintain continuity of the existing Board, the Board felt that majority of independent directors be considered for re-appointment for a second term. The Board conducted process of ‘Peer review’ and accordingly recommends re-appointment of Dr. Anil Kakodkar, Dr. Rajaram Deshmukh and Dr. Anant Sardeshmukh for a further period w.e.f. April 01, 2019 to September 30, 2023.

9. Re-appointment of Dr. Anil Kakodkar as independent director.

Dr. Anil Kakodkar having DIN 03057596 (age 75 years) distinguished nuclear scientist of India, is BE (Mech. Engineering) from Bombay University and M.Sc. in the Experimental Stress Analysis from the Nottingham University. He joined the Bhabha Atomic Research Centre (BARC) in 1964 and became the Director of BARC in the year 1996. He was the Chairman, Atomic Energy Commission and Secretary to the Government of India, Department of Atomic Energy, during the years 2000 -2009. Dr. Kakodkar devotes his time primarily on issues related to energy, education and societal development. He is associated with various national and international science institutes.

He serves as Director on the Board of Walchandnagar Industries Limited, Gandhi Research Foundation and Gharda Scientific Research Foundation.

For his outstanding contributions, Dr. Kakodkar was awarded the Padma Shri in 1998, the Padma Bhushan in 1999 and the Padma Vibhushan in 2009 by the Government of India. Dr. Kakodkar, presently is President, National Academy of Sciences, India; Chairman, Rajiv Gandhi Science & Technology Commission; Chairman, Technology Information, Forecasting & Assessment Council.

Dr. Anil Kakodkar was appointed as independent director on the Board of the Company on October 04, 2011. He has given declarations to the Board of Directors of the Company that he meets the criteria of independence as

required under section 149 of the Companies Act, 2013 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Dr. Anil Kakodkar, are concerned or interested financially or otherwise in this resolution. The Board recommends the Special Resolution set out at Item No.9 of the accompanying Notice for the approval of the Members.

10. Re-appointment of Dr. Rajaram Deshmukh as independent director.

Dr. Rajaram B. Deshmukh having DIN 01690786 (age 73 years) is ex-Director, Agriculture Science & Technology Division, Vasantdada Sugar Institute and Former Vice Chancellor of Mahatma Phule Krishi Vidyapeeth, Rahuri. Dr. Deshmukh completed his post-graduation in Cytogenetics and Plant Breeding in First Class from College of Agriculture of Pune University. He also is a Ph.D. from Mahatma Phule Krishi Vidyapeeth. He has worked on several Committees of the Universities, State Government and the ICAR.

Dr. Deshmukh's contribution in the field of research and development was recognized by several national and international agencies. Some of the important awards are Colombo Plan Award 1992, ISPRD National Award 1998, ICRISAT'S "Doreen Mashler" International Award 2002, CGIAR'S "King Baudouin" International Award 2002. Dr. Deshmukh also worked as Adviser for Dry Land Agriculture Mission of the Department of Agriculture, Government of Maharashtra.

Dr. Rajaram B. Deshmukh was appointed as independent director on the Board of the Company on January 31, 2013. He has given declarations to the Board of Directors of the Company that he meets the criteria of independence as required under Section 149 of the Companies Act, 2013 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Dr. Rajaram B. Deshmukh are concerned or interested financially or otherwise in this resolution.

The Board recommends the Special Resolution set out at Item No.10 of the accompanying Notice for the approval of the Members.

11. Re-appointment of Dr. Anant Sardeshmukh as independent director.

Dr. Anant Sardeshmukh having DIN 00383994 (age 65 years) has Master's degree in Labour Welfare and Industrial Relations, from Bombay Labour Institute and a Masters in Business Administration (MBA) from the USA with special emphasis on Finance and Marketing. He has received Ph.D. from Pune University in Management and in the area of MSME.

He has 30+ years experience in Corporate Finance, Project Finance, Non-Banking Finance especially in Lease and Hire Purchase, Consumer Finance and Banking. His experience also extends to other areas such as General Management, Taxation, Accounts, Personnel Management and Industrial Relations. He has worked at senior positions for companies such as Bajaj Auto Finance Ltd., 20th Century Kinetic Finance Ltd., Deepak Nitrite Ltd., FDC Ltd. He is a trained Corporate and Management trainer and has been associated with many Institutions like Symbiosis Institute of Management, Symbiosis Institute of Business Management, MIT College of Insurance, and National Insurance Academy.

He is the Director General of Mahratta Chamber of Commerce, Industries and Agriculture, Pune (MCCIA). He also serves as Director on the Board of M. Visvesvaraya Industrial Research and Development Centre, Legasis Services Private Limited, Pune Lean Manufacturing Cluster, Pune White Goods Cluster Limited, MCCIA Electronic Cluster Foundation, Sardeshmukh Foundation and Auto Cluster Development and Research Institute. He was a Governing Council Member for various bodies like the MSME Facilitation Council, Government of Maharashtra (GOM), State

Level Committee on Standardization of Quality Systems, GOM, International Chamber of Commerce India, New Delhi. He is also a Member on the Planning & Monitoring Board of Gokhale Institute of Politics and Economics, Internal Quality Assurance Cell of Gokhale Institute and Member on the Board of Studies in Liberal Arts, Legal & Moral Science & Social Science of IndSearch. He is a member on Academic Advisory Board of MIT World Peace University, MIT ADT University.

He is a recipient of "Top Management Consortium Excellence Award : 2014-15", "Praj Maha Intrapreneur Award 2013" and "MITCON Excellence Award 2009".

Dr. Anant Sardeshmukh was appointed as independent director on the Board of the Company on August 18, 2011. He has given declarations to the Board of Directors of the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 along with consent to act as Director of the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Dr. Anant Sardeshmukh are concerned or interested financially or otherwise in this resolution. The Board recommends the Special Resolution set out at Item No.11 of the accompanying Notice for the approval of the Members.

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

Pune, August 07, 2018

Vivek Sawant
Managing Director
DIN 00002285

Registered office:

ICC Trade Tower, `A' Wing, 5th Floor, Senapati Bapat Road,
Shivajinagar, Pune 411 016.INDIA.

CIN : U80302PN2001 PLC135348

Tel: 91 20 4011 4500/501 Fax : 91 20 2563 0302

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

Maharashtra Knowledge Corporation Limited
CIN : U80302PN2001 PLC135348
Regd. Off. : ICC Trade Tower, `A` Wing, 5th Floor,
Senapati Bapat Road, Shivajinagar, Pune 411 016. INDIA.

ATTENDANCE SLIP

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

I _____ certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 17th Annual General Meeting of the Company at the Registered Office of the Company at **ICC Trade Tower, `A` Wing, 5th Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 25th day of September, 2018 at 11.00 a.m.**

Ledger Folio No. _____ No. of Shares _____

Signature _____

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]

CIN: U80302PN2001PLC135348

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

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

Name of the member (s) :

Registered address :

E-mail Id:

Folio No. :

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 17th Annual General Meeting/ ~~Extraordinary general meeting~~ of the company, to be held on Tuesday, the 25th day of September, 2018 at 11 a.m. ~~p.m.~~ at the Registered Office of the Company at ICC Trade Tower, 'A' Wing, 5th Floor, Senapati Bapat Road, Shivajinagar, Pune 411016. INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu tion No.	Resolution	Vote (Optional, see Note 2) (Please mention no. of shares)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	Director retiring by rotation		
4	Approval of terms of remuneration of Auditors		
Special Business			
5	Ratification of remuneration to Cost Auditors		
6	Approval of Appointment of Professor Suhas Pednekar		
7	Appointment of Dr. Charudatta Mayee as Independent Director		
8	Appointment of Mr. Girish Sohani as Independent Director		
9	Re-appointment of Dr. Anil Kakodkar as independent director		
10	Re-appointment of Dr. R.B Deshmukh as independent director		
11	Re-appointment of Dr. Anant Sardeshmukh as independent director		

Signed this _____ day of _____, 2018.

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 23, 2018 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.