



Maharashtra Knowledge Corporation Limited

CIN: U80302PN2001 PLC135348

Regd. Office : ICC Trade Tower, `A` Wing, 5th Floor, Senapati Bapat Road,
Shivajinagar, Pune 411016, Maharashtra, INDIA.

Tel.: +91 20 4011 4500/501; Fax: +91 20 2563 0302

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

NOTICE

Notice is hereby given that the **19th 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 29th day of September, 2020 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, 2020, 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**:

19AGM/29.09.2020/01

“RESOLVED that -

(a) the audited stand-alone Financial Statements of the Company for the financial year ended March 31, 2020; and

(b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020,

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 Re.1/- per equity share for the financial year 2019-20, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

19AGM/29.09.2020/02

“RESOLVED that a final dividend @ Re.1/- per equity share of Rs.10/- each, absorbing in aggregate Rs.80,80,195/- (Rupees Eighty Lakhs Eighty Thousand One Hundred and Ninety Five Only), be and is hereby declared out of the profits of the Company for the year ended 31st March, 2020 and that the same be paid to those shareholders whose names appear in the Register of Members of the Company and/or in the records of the Depositories as Beneficial Owners on the record date i.e. Friday, September 18, 2020 at 04:00 p.m. IST.

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

3. Director retiring by rotation.

To appoint a Director in place of 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**:

19AGM/29.09.2020/03

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Professor E. Vayunandan (DIN 07737382), Vice Chancellor, Yashwantrao Chavan Maharashtra Open University, 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 in case Professor E. Vayunandan ceases to be Vice-Chancellor of Yashwantrao Chavan Maharashtra Open University or office is vacated before his term expires in the normal course, then he shall *ipso facto* cease to be a Director of the Company and the casual vacancy such caused may be filled by the Board of Directors pursuant to Section 161(4) of the Act, 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 Statutory Auditors.

To approve terms of remuneration of M/s G.D. Apte & Co., Chartered Accountants, (Firm’s Registration No. 100515W) as Statutory Auditors of the Company for 2020-21 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

19AGM/29.09.2020/04

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

RESOLVED FURTHER that the remuneration of G. D. Apte & Co., Chartered Accountants shall be Rs.16,00,000/- (Rupees Sixteen Lakhs Only) plus out-of-pocket expenses and Goods & Services Tax as applicable for conducting Statutory Audit of the Balance Sheet of the Company as at March 31, 2021, the related Statement of Profit and Loss and notes thereon for the year then ending, as required by the Companies Act, 2013.

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

SPECIAL BUSINESS

5. Ratification of remuneration to Cost Auditors.

To ratify remuneration payable to Cost Auditors for the Financial Year 2020-21 and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

19AGM/29.09.2020/05

“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-imbursment of out-of-pocket expenses to M/s. S.R. Bhargave & Co., Cost Accountants (Firm Registration No. 000218) appointed as Cost Auditors for the finance year 2020-21 be and is hereby ratified and confirmed.

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

6. Appointment of Ms. Veena Kamath (DIN 06454315) as Director of the Company.

To consider appointment of Ms. Veena Kamath as Director of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

19AGM/29.09.2020/06

“RESOLVED that pursuant to the provisions of Section 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 and Article 64 of the Articles of Association (AOA) of the Company, Ms. Veena Kamath (DIN 06454315), a citizen of United States of America having Overseas Citizenship of India (‘OCI’) who was appointed as an Additional Director by the Board of Directors with effect from January 01, 2020 and whose term of office expires at the Annual General Meeting be and is hereby appointed as an Executive Director of the company with immediate effect, and her period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that the Chairman 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 Ms. Veena Kamath (DIN 06454315) as Managing Director of the Company.

To consider appointment of Ms. Veena Kamath as Managing Director of the Company and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

19AGM/29.09.2020/07

“RESOLVED that pursuant to the provisions of Sections 152, 196, 197, 203 read with Schedule V and all other applicable provisions, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules thereunder, consent of Members of the Company be and is hereby accorded for the appointment of Ms. Veena Kamath (DIN 06454315), aged about 54 years, a citizen of United States of America having Overseas Citizenship of India (‘OCI’) as ‘Managing Director’ for a term of 5 (five) years commencing retrospectively on and from January 01, 2020 to December 31, 2024 till the close of office hours, upon such terms and conditions as set out in the Agreement dated November 28, 2019 executed by and between the Company and Ms. Veena

Kamath, including those relating to remuneration, as set out under Item No. 7 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER that the Company hereby accords its approval to the Agreement dated November 28, 2019 executed with Ms. Veena Kamath, a copy of which is kept at the Registered Office for inspection of members.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) be and is hereby authorized to implement this decision and alter, vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the Members’ approval and the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any Statutory modification(s) and re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Ms. Veena Kamath.

RESOLVED FURTHER that incase Ms. Veena Kamath ceases to be Managing Director of the Company or vacates office of Managing Director before her term expires in the normal course, then she shall *ipso facto* cease to be a Director of the Company and similarly, in case she ceases to be a Director of the Company for any reasons whatsoever, then she shall *ipso facto* cease to be Managing Director of the Company as well.

RESOLVED FURTHER that the Chairman 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:

1) The relevant Statement made pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted at the 19th Annual General Meeting (AGM), set out in the Notice, is enclosed hereto and forms part of the Notice.

2) This Notice of 19th AGM is being sent to the members whose names appear on the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 20, 2020 4:00 p.m. IST. The Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company (in case of physical shareholding). For members whose email IDs are not registered, physical copies of notice are being sent by permitted mode. The notice and Annual Report will also be available on the Company's website <http://www.mkcl.org/downloads>.

3) We urge members to support our commitment to environment protection by choosing to receive communications and documents through email. Members are requested to register the email address with their concerned Depository Participants (DPs), in respect of shares held in demat mode and with Company by submitting ‘Application to register e-mail address and other details’ available on website <http://www.mkcl.org/shareholders>, in respect of shares held in physical mode. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants (DPs) / Company to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

4) Members whose names appear on the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 18, 2020 at 04:00 p.m. IST can attend the 19th AGM and will be considered for the purpose of voting. A person who is not a Member as on Friday, September 18, 2020 at 04:00 p.m. IST should treat the Notice of 19th AGM for information purposes only.

5) E-Voting for Members:

In view of current COVID-19 pandemic situation, considering restrictions on physical movement and safety of our members, in compliance with the provisions of the circular notified by the Ministry of Corporate Affairs (MCA) dated 5th May, 2020, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the remote electronic voting system provided by Central Depository Services (India) Limited). The detail instructions regarding e-voting are given in the Annexure I as enclosed. It is requested that members avoid physical travel and participate through e-voting facility to cast their vote.

6) Proxy:

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote on a poll instead of him/herself. A proxy need not be a member of the Company. A blank form of proxy is attached herewith and if intended to be used, it should be returned duly completed at the registered office of the company not less than Forty-Eight Hours before the scheduled time of the commencement of the 19th AGM.

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 any other shareholder.

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

7) Attendance Slip:

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

8) Corporate members, Universities other organizations:

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

9) Appointment/re-appointment of Directors:

At this 19th AGM, Professor E. Vayunandan (DIN 07737382), Vice Chancellor, Yashwantrao Chavan Maharashtra Open University retire by rotation and being eligible, offers himself for re-appointment.

Ms. Veena Kamath (DIN 06454315) ceases as Additional Director at this 19th AGM and is being proposed to be appointed as Executive Director. Consent of Members is also sought for her appointment as Managing Director w.e.f. January 01, 2020 to December 31, 2024.

10) Book Closure for Final Dividend:

Book Closure is announced from Saturday, September 19, 2020 to Monday, September 28, 2020 (both days inclusive) and accordingly final dividend on equity shares as recommended by the Board of Directors for the Financial Year 2019-2020, if approved at the 19th AGM, will be payable to those eligible members whose names appeared on the record date i.e. Friday, September 18, 2020 at 04:00 p.m. IST:

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

Members, who wish to receive dividend through Electronic Clearing Service (ECS), are requested to furnish their Bank Account details latest by Friday, September 18, 2020 at 04:00 p.m. IST in the format available on website <http://www.mkcl.org/shareholders>

11) Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

PAN details submitted to the Company/DP	7.5% or as notified by the Government of India
PAN details not submitted to the Company	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs.5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. **Members are requested to update PAN with their DP or company as the case may be latest by September 18, 2020. Members holding shares in physical mode should email self-attested copy of PAN card at sachinn@mkcl.org with subject Line “Submission of Documents for Dividend” by September 18, 2020, in case previously PAN details have not been submitted.**

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

this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

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

The aforementioned self-attested documents are required to be emailed at sachinn@mkcl.org with subject Line "Submission of Documents for Dividend" latest by September 18, 2020. No communication would be accepted from members after September 19, 2020 regarding the tax withholding matters.

12) Investors Education and Protection Fund:

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, 2020, nor shall any payment be made in respect of such claim.

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, 2020, on its website and has provided the same to the Ministry of Corporate Affairs' (MCA) website in the relevant form.

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.

13) Mandatory Dematerialization of securities:

The shares of the Company are compulsorily traded in demat mode. Hence, the Members who are still holding physical Share Certificates are requested that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer and prevention of forgery.

In view of above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in the Company.

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

14) Address for Dematerialization Request submissions:

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

The Company Secretary

Maharashtra Knowledge Corporation Limited (MKCL)

**ICC Trade Tower, 'A' Wing, 5th Floor, Senapati Bapat Road,
Shivajinagar, Pune 411016. Maharashtra. INDIA.**

Tel. : +91 20 4011 4500/501 Fax : +91 20 2563 0302 Website: www.mkcl.org

15) Registrar and Transfer Agents:

The Head office address of Registrar and Transfer Agents of the Company is as follows:

Alankit Assignments Limited, RTA & DP Division,

"Alankit Hosue", 4E/2, Jhandewalan Extension, New Delhi-110055.

Tel.: 011-42541234 / 23541234 Fax: 011- 42541201

Website: www.alankit.com

16) Nomination:

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

17) Green Initiative:

In compliance of the provision of the Companies Act, 2013, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Company or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/ Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company.

Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.

18) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; Agreement executed with Ms. Veena Kamath regarding appointment as Managing will be available for inspection at the meeting.

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

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Sd/-
Veena Kamath
Managing Director
DIN 06454315

Registered Office : ICC Trade Tower, 'A' Wing, 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

Pune, August 20, 2020

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 7 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 2020-21 at a remuneration of Rs.1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes & re-imbusement of out-of-pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31st March, 2021. The said terms of remuneration are the same as for the previous financial year.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for 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, 2021.

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. 5 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Item No. 6 - Appointment of Ms. Veena Kamath (DIN 06454315) as Director of the Company.

The Board of Directors in its meeting held on November 18, 2019 appointed Ms. Veena Kamath as an Additional Director of the Company in terms of provisions of Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association (AOA) of the Company. Under Section 161(1) of the Companies Act, 2013 read with Article 64 of the Articles of Association (AOA) of the Company, Ms. Veena Kamath holds office only upto the date of this Annual General Meeting of the Company.

In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Veena Kamath being eligible and offering herself for appointment, is proposed to be appointed as an Executive Director of the Company, not liable to retire by rotation. In the opinion of the Board, Ms. Veena Kamath fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Veena Kamath as an Executive Director not liable to retire by rotation, for the approval of the shareholders of the Company.

Ms. Veena Kamath is not related in any capacity whether directly or indirectly with any other Director and other Key Managerial Personnel (KMP) of the Company.

Ms. Veena Kamath holds a Bachelor's Degree in BA (Economics) major from Mumbai University and then pursued her Masters from the University of Alaska, Fairbanks USA and specialized in Finance and she further worked with the University of Alaska. Her career prior to joining MKCL has involved teaching the MBA students, networking with the University Alumni and volunteering with the schools for setting up Industry linkages. She has vast experience of 20 years.

Except Ms. Veena Kamath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution under Item No. 6 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Item no. 7 - Appointment of Ms. Veena Kamath (DIN 06454315) as Managing Director of the Company.

Mr. Vivek Sawant had written to Dr. Anil Kakodkar, Chairman letter dated September 12, 2017 in which he had stated that as he would be stepping into his 60th year, considering the age factor, his term commencing from October 05, 2017 should be his last tenure as Managing Director & CEO of the Company (MKCL).

Mr. Sawant had also stated that as MKCL is a very unique organization that has been doing business with a social objective and a transformative agenda, it was necessary to ensure proper grooming and continuity of leadership after the end of his tenure. He had, therefore, proposed to the Board that the existing position of Managing Director & CEO be divided into 2 separate positions. He had also stated that he shall continue to hold charge as Managing Director, while the Board was requested to appoint a Chief Executive Officer (CEO). The officer so appointed by the Board as CEO, shall be groomed and guided personally by him to ensure a smooth leadership transition and continuity of MKCL's fundamental beliefs, principles and values.

The Board, very graciously accepted his aforesaid proposal and appointed Ms. Veena Kamath, Senior General Manager as the CEO of the Company through a competing process. The Board also decided that her performance as CEO shall be reviewed by the Nomination and Remuneration Committee (NRC). Accordingly, performance of Ms. Veena Kamath as CEO was being reviewed quarterly by the NRC since her appointment i.e. December 01, 2017 and was found consistently satisfactory. Therefore, the Board in its meeting held on June 24, 2019 had unanimously decided that it was no longer necessary to carry quarterly review of her performance by the NRC.

The Chairman received a letter on October 01, 2019 from Mr. Vivek Sawant, in which we had stated that he felt it was appropriate time for the next leadership to take charge from him and therefore he was giving Notice pursuant to clause 7 for termination of the Agreement dated March 21, 2017. He expressed his sincere gratitude to all the members of the Board for their unstinted support, trust, guidance and cooperation which he had received during his tenure as Managing Director. He requested the Board to relieve him from the responsibilities of Managing Director on December 31, 2019.

The Board in its meeting held on October 15, 2019 requested Mr. Vivek Sawant to reconsider his decision. However, Mr. Vivek Sawant explained at length the reasons for the same and the necessity for setting a precedence of stepping aside of full-time executive function on attainment of 60 years of age so that next leadership can take charge. The Board, respecting the wishes of Mr. Vivek Sawant, with a heavy heart accepted his resignation.

The Board, in the said meeting also placed on record rich tributes to Mr. Vivek Sawant for the visionary and inspiring leadership he has offered as the founding Managing Director in creation, sustenance and growth of the Company and its unique network over last 18 years. But for his dynamic leadership, clearly articulated mission and values for MKCL, innovative directions and guidance and empathy towards one and all, MKCL may not have attained the remarkable success as it did in launching a social transformation agenda through offering a high-quality IT literacy opportunity to more than 12.5 million learners from all walks of life in a short span of 18 years.

The Board appreciated Mr. Vivek Sawant's path-breaking ideas in educational and livelihood transformation, which enabled MKCL and its associate organizations to offer innovative learning and skilling opportunities, excellence and talent nurturance and developmental services to the millions of aspirants – men and women, young and old, urban/ rural/ tribal people, students and teachers, farmers and workers, businessmen and professionals, homemakers and senior citizens - at affordable costs, with world-class quality, with widest accessibility throughout the state and beyond, in a just-in-time and mass-personalized manner.

The Board applauded Mr. Vivek Sawant for leading MKCL on the path of bridging the Digital Divide and the resultant Knowledge Divide and the Opportunity Divide across Maharashtra and several States in India. He gave a rare insight for directing efforts in transforming into a modern, prosperous and wise State in the emerging knowledge society by propagating a mass movement of life-long learning empowered by appropriate and pervasive use of information technology and enduring public-private-community partnerships.

The Board further acknowledged Mr. Vivek Sawant with deep sense of gratitude for leading the Company on the path of creating a knowledge-based, self-sustaining, socially accountable and ethical networked-enterprise of thousands of small and medium IT entrepreneurs and enterprises. His strategic leadership helped in ensuring not only a livelihood sustainability and economic prosperity of the network partners but also ensuring their growth and empowerment in a manner truly befitting the 21st century knowledge-centric cultural ethos dedicated to social development.

Dr. Anil Kakodkar, Chairman stated that several even bigger path-breaking societal transformations, in which MKCL would make pioneering contributions, are around the corner as a result of new opportunities offered by emerging exponential technologies such as AI, IOT, cloud computing, big data, block chain etc. For a country like ours, urgently leveraging them to expand and deepen our ongoing social transformation agenda is a crucial necessity to address rapidly escalating challenges of rising disparities, global competition and growing aspirations of youth. The Company which has built up a sound base for social transformation capability, thus needs continued insightful guidance and mentoring by Mr. Vivek Sawant more than any time before. In the interest of the Company, it was thus necessary that Mr. Vivek Sawant continues to remain associated with MKCL even after his stepping down as the Managing Director. The Board discussed various options in this context and agreed to appoint Mr. Vivek Sawant as the Chief Mentor of the Company. The Board requested Mr. Vivek Sawant to continue to guide MKCL as the Chief Mentor after his cessation as Managing Director, which he graciously accepted.

The Board, then in its meeting held on November 18, 2019, on the recommendation of the Nomination and Remuneration Committee and subject to approval of Members, appointed Ms. Veena Kamath, a citizen of United States of America having Overseas Citizenship of India ('OCI') aged 54 years as Managing Director of the Company for a period of 5 (five) years commencing on and from January 01, 2020 to December 31, 2024 till the close of office hours at 5.30 p.m. The said appointment is as 'Key Managerial Personnel' as defined in section 2(51)(i) of the Companies Act, 2013.

Ms. Veena Kamath holds a Bachelor's Degree in BA (Economics) major from Mumbai University and then pursued her Masters from the University of Alaska, Fairbanks USA and specialized in Finance and she further worked with the University of Alaska. Her career prior to joining MKCL has involved teaching the MBA students, networking with the University Alumni and volunteering with the schools for setting up Industry linkages.

Her journey in MKCL started from the first day MKCL began its operations. Her portfolio began with Human Resource Development but she soon got involved in the mission of setting up the MKCL network and promoting the IT Literacy mission. She has been involved in the operational aspects to the strategic aspects of creating earning and learning opportunities to the youth.

Alongside her responsibility, Ms. Kamath was involved in setting up the prestigious offices of MKCL in the International Convention Center, Pune and in Seawoods, Navi Mumbai.

Under her able leadership she has helped MKCL get the NABET certification issued by the Quality Council of India and the ISO certification of 9001:2015 issued by internationally acclaimed British Standards Institute. She has vast experience of over 20 years.

Ms. Veena Kamath does not hold the position of Chairperson of any of Committee of the Board. She is a Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Shareholders' Committee of the Company.

As on March 31, 2020, Ms. Veena Kamath's shareholding in the Company along with the holdings of her relatives, is approximately 18,750 shares i.e. 0.23%. During the financial year 2019-20, 1 (One) meeting of the Board of Directors has been held after appointment of Ms. Veena Kamath as Managing Director and the meeting was attended by her.

Ms. Veena Kamath is a nominee director of the Company on the Board of following associate companies/Trust:

Sl. No.	Names of the Companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/Change in interest or concern	Shareholding
1.	Odisha Knowledge Corporation Limited	Nominee Director	-
2.	Haryana Knowledge Corporation Limited	Nominee Director	-
3.	MKCL Knowledge Foundation	Nominee Director	-
4.	Maharashtra Knowledge Foundation	Nominee Trustee	-

An Agreement has been entered into by the Company with Ms. Veena Kamath on November 28, 2019. The remuneration and main terms and conditions of appointment of Ms. Veena Kamath, as contained in the agreement dated November 28, 2019 are given below.

The Company shall, in consideration of her services, pay and provide to Ms. Veena Kamath, Managing Director during the continuance of this Agreement, remuneration, perquisites, re-imbursements, facilities and entitlements as per terms specified below:

1. Monthly Compensation applicable to Level 9 - 'Member Business Development Staff'

Sr. No.	Component	Details	Amount (Rs.)
1.1	Basic Pay	Basic Pay	2,02,600
1.2	House Rent Allowance	20% of Basic Pay: (20% of 1.1)	40,520
1.3	Transport Allowance	Rs.7200 (Fixed)	7,200
1.4	Medical Allowance/ Reimbursement	One month Basic Pay / 12 : (1.1/12)	16,883
1.5	Provident Fund (Employer's Contribution)	12% of (Basic Pay): 12% (1.1)	24,312
1.6	Gratuity	4.81% of (Basic Pay): 4.81% (1.1)	9,745
1.7	Monthly Compensation		3,01,260

2. Annual Benefits

Sr. No.	Component	Details	Amount (Rs.)
2.1	Leave Travel Allowance/ Reimbursement	One Month's Basic Pay : 1.1	2,02,600
2.2	Earned Leave Encashment (subject to balance)	One Month's Basic Pay : 1.1	2,02,600
2.3	Annual Benefits		4,05,200

3. Total Annual Compensation

Sr. No.	Component	Details	Amount (Rs.)
3.1	Annual Cost to Company (ACTC)	(1.7*12 Months) + 2.3	40,20,325

4. INSURANCE PREMIUM (To be paid by the Company Annually as per policy terms)	
4.1	Medical Insurance Policy Coverage of Rs.5,00,000/-
4.2	Accident Insurance Policy Coverage of Rs.10,00,000/-

5. REIMBURSEMENTS (To be paid Monthly)		
5.1	Reimbursement of Fuel Expenses	Upto 100 Liters of Petrol
5.2	Reimbursement of Telephone Bill of one Line, one Mobile Bill and one Internet Connection	At Actuals

6. ENTITLEMENTS	Basis
MD Allowance	Considering her role, responsibilities as Managing Director, a lumpsum amount of Rs.1,00,000/- be paid per month as 'MD Allowance' to Ms. Veena Kamath. Till the completion of the current tenure of five years of Ms. Veena Kamath as the Managing Director, and subject to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013, the 'MD Allowance' of Ms. Veena Kamath be upwardly revised annually w.e.f. January 01 every year, by minimum 15% of the MD Allowance of the previous year and the Board, on review of the Company's performance for the immediately concluded financial year, in its discretion, may decide a percentage higher than 15.
Annual increment on January 1 each year	Monthly Basic pay to be revised annually as per the Employees' Remuneration Policy as applicable to the employees from time to time. ACTC to be revised accordingly.
Performance Report & Performance Plan	Ms. Veena Kamath shall present the Performance Report (for the previous year) and Performance Plan (of the current year) in the first Board Meeting held after the conclusion of each financial year. The Board, on review of the Company's performance for the immediately concluded financial year shall give appropriate rating.
Annual Organizational Performance Linked Award (OPLA)	As per Employees' Remuneration Policy as issued from time to time and applicable norms.
Annual Special Allowance (ASA)	As per Employees' Remuneration Policy as issued from time to time and applicable norms.
Travel in India and/or outside India for official tours.	By roadway, airway, waterway at actuals

6. ENTITLEMENTS	Basis
Incidental expenses including local/out-station conveyance, Hotel accommodation, food bills, entertainment expenses, etc. on official tours.	Arranged by the Company or reimbursement at actuals
Daily Allowance for official tours in India and/or outside India as per the Company's norms.	As per the Company's norms
Driver Services	To be provided by the Company
Public Holidays	10 days in each calendar year
Casual leave	Total 8 days in a calendar year taken at a short notice
Earned Leave	30 days in a calendar year (permitted accumulation up to 300 days)
Non-lapsable Sick leave	10 days in a calendar year
Others	Any other policies/benefits that are introduced by the Company from time to time for employees, as would be applicable to the position of Managing Director.

The aggregate of the salary, allowances, perquisites and entitlements in any financial year shall be within the limits prescribed from time to time under applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as maybe for the time being, be in force, or otherwise as may be permissible by law.

Except Ms. Veena Kamath, no other Director or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the passing of the resolution as set out in Item No. 7 of the notice.

Inspection of documents: All resolutions passed in this regard and Agreement dated November 28, 2019 executed with Ms. Veena Kamath are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 10:00 a.m. to 5:00 p.m. except Saturdays and Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the meeting.

The Board recommends the resolution under Item No. 7 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Sd/-
Veena Kamath
Managing Director
DIN 06454315

Registered Office : ICC Trade Tower, 'A' Wing, 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

Pune, August 20, 2020

Annexure I

INSTRUCTIONS FOR REMOTE E-VOTING

- 1) The instructions for shareholders voting electronically are as under:
 - A) Members whose names appear on the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 18, 2020 at 04:00 p.m. IST can attend the 19th AGM and shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting or physical voting. A person who is not a Member as on Friday, September 18, 2020 at 04:00 p.m. IST should treat the Notice of 19th AGM for information purposes only.
 - B) The e-voting period commences on **Saturday, September 26, 2020 (9:00 a.m. IST) and ends on Monday, September 28, 2020 (5:00 p.m. IST)**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Friday, September 18, 2020 at 04:00 p.m. IST may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. The facility to vote physically shall be given at the AGM to members physically present at the venue.
 - C) The members can opt for only one mode of voting i.e. either remote e-voting prior to the AGM or physical voting. The members present at the Meeting who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by physical voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again. In case duplicate voting is found for same member, the e-vote shall be considered valid.
 - D) 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 remote e-voting and physical voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
 - E) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the voting through remote e-voting and physical voting, not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the RTA and will also be displayed on the Company's website, www.mkcl.org. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 29, 2020.

F) Instructions for e-voting:

The shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on Shareholders / Members
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form:

PAN based login:

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

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the *sequence number in the PAN field.

**Sequence number shall be communicated shortly.*

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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

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

After entering these details appropriately, click on "SUBMIT" tab.

- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> i.e. <Maharashtra Knowledge corporation Limited> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote,

click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xiv) If a demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xvi) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
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Maharashtra Knowledge Corporation Limited
CIN: U80302PN2001 PLC135348
Regd. Off.: ICC Trade Tower, `A` Wing, 5th Floor,
Senapati Bapat Road, Shivajinagar, Pune 411 016. INDIA.
Email id.: cs@mkcl.org; Web address: www.mkcl.org

ATTENDANCE SLIP

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

I _____ (**Name**) certify that I am a registered shareholder/proxy/authorized representative for the member of the Company. I hereby record my presence at the 19th Annual General Meeting (AGM) 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 29th day of September, 2020 at 11.00 a.m.**

Folio No./ Client Id No. _____ No. of Shares held: _____

DP Id No. _____

Signature _____

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

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

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

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

CIN: U80302PN2001PLC135348

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

Email id.: cs@mkcl.org; **Web address:** www.mkcl.org

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

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

- Name :
Address :
E-mail Id :
Signature : _____ , or failing him
- Name :
Address :
E-mail Id :
Signature : _____ , or failing him
- 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 19th Annual General Meeting of the Company, to be held on Tuesday, the 29th day of September, 2020 at 11:00 a.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:

Resolution 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	Appointment of Ms. Veena Kamath as Director of the Company		
7	Appointment of Ms. Veena Kamath as Managing Director of the Company.		

Signed this _____ day of _____, 2020.

Signature of member Signature of proxy holder(s)

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

Notes:

- 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 27, 2020 at 11.00 a.m. IST).
- 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.