

NOTICE

Notice is hereby given that the **24th 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 Thursday, the 18th day of September, 2025 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, 2025, 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**:

24AGM/18.09.2025/01

"RESOLVED that -

(a) the audited stand-alone Financial Statements of the Company for the Financial Year ended March 31, 2025; and
(b) the audited consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025,
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 2024-25, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

24AGM/18.09.2025/01

"RESOLVED that a final dividend at Re.1/- per equity share of Rs.10/- each, absorbing in aggregate Rs.80,80,195/- (Rupees Eighty Lakhs Eighty Thousand One Hundred Ninety-Five Only), be and is hereby declared out of the profits of the Company for the year ended March 31, 2025 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 12, 2025 at 04:00 p.m. IST.

RESOLVED FURTHER that the Managing Director and the Company Secretary 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 Dr. Deepak Phatak (DIN 00046205), 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**:

24AGM/18.09.2025/03

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act ("the Act"), 2013, Dr. Deepak Phatak (DIN 00046205), Director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director in the category of 'Professional Director' and his period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that if the office of Dr. Deepak Phatak is vacated before his term of office expires in the normal course, the resulting casual vacancy, shall be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Dr. Deepak Phatak 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. Director retiring by rotation.

To appoint a Director in place of Dr. Rajaram Deshmukh (DIN 01690786), 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**:

24AGM/18.09.2025/04

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act ("the Act"), 2013, Dr. Rajaram Deshmukh (DIN 01690786), Director who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director in the category of 'Professional Director' and his period of office is 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, shall be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Dr. 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 take all steps and do all acts as may be considered necessary or appropriate and do all other acts incidental thereto as may be necessary to give effect to this resolution."

5. Approval of terms of remuneration of M/s. G. D. Apte & Co., Chartered Accountants as Statutory Auditors of the Company.

To approve terms of remuneration of M/s. G. D. Apte & Co., Chartered Accountants, (Firm Registration No. 100515W) as Statutory Auditors of the Company for Financial Year 2025-26 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

24AGM/18.09.2025/05

“RESOLVED that with reference to resolution no. 23AGM/19.09.2024/05 passed in the 23rd 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 23rd Annual General Meeting (AGM) to the conclusion of the 28th AGM to be held in the year 2029.

RESOLVED FURTHER that as per the recommendation of the Audit Committee and as approved by the Board of Directors the remuneration of M/s G. D. Apte & Co., Chartered Accountants shall be Rs.20,00,000/- (Rupees Twenty 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, 2026, 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 and the Company Secretary 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**6. Ratification of remuneration to Cost Auditors.**

To ratify remuneration payable to Cost Auditors for the Financial Year 2025-26 and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

24AGM/18.09.2025/06

“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.1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) plus applicable taxes and re-imbursement of out-of-pocket expenses payable to M/s. S. R. Bhargave & Co., Cost Accountants (Firm Registration No. 000218) appointed as Cost Auditors for the Financial Year 2025-26 be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Managing Director and the Company Secretary 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.”

7. Appointment of Professor (Dr.) Vijay Maheshwari (DIN 09564354) as Director in the category ‘Vice Chancellors as Representatives of Shareholder Universities’.

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

24AGM/18.09.2025/07

“RESOLVED that pursuant to the provisions of Section 152(2) of the Companies Act, 2013 (the Act), Professor (Dr.) Vijay Laxminarayan Maheshwari (DIN 09564354), Vice Chancellor, Kavayitri Bahinabai Chaudhari North Maharashtra University, Jalgaon (KBCNMUJ), Jalgaon, be and is hereby appointed as a director in the category ‘Vice Chancellors as Representatives of Shareholder Universities’ on the Board

of the Company w.e.f. October 01, 2025 and the period of office of Professor (Dr.) Vijay Maheshwari is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that incase Professor (Dr.) Vijay Maheshwari ceases to hold charge as Vice-Chancellor of KBCNMUJ for any reason whatsoever, then he shall *ipso facto* cease to be a Director of the Company and the casual vacancy such caused shall be filled pursuant to Section 161(4) of the Act provided that any person so appointed shall hold office only up to the date up to which Professor (Dr.) Vijay Maheshwari 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 (Dr.) Vijay Maheshwari as Director is vacated before his term of office expires in the normal course, the resulting casual vacancy, shall be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Professor (Dr.) Vijay Maheshwari in whose place s/he is appointed would have held office if it had not been vacated.

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

NOTES:

- 1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the 24th Annual General Meeting (AGM), as set out in this Notice as item nos. 6 and 7 is enclosed hereto and forms part of the Notice.
- 2) This Notice of 24th AGM is being sent to the members whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, August 08, 2025 @ 4:00 p.m. IST. The Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company (in case of physical shareholding). For members whose email IDs are not registered, physical copies of notice are being sent by permitted mode. The notice and Annual Report will also be available on the Company's website <http://www.mkcl.org/downloads>. Further, the Company shall send the physical copy of the 24th Annual Report for FY 2024-25 to those Member who specifically request for the physical copy at cs@mkcl.org or sachinn@mkcl.org quoting their Folio No./Client ID & DP ID to Company. Members to whom hard copy of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting.
- 3) We urge members to support our commitment to environment protection by choosing to receive communications and documents through email. Members are requested to register the email address with their concerned Depository Participants (DPs), in respect of shares held in demat mode and with the Company by submitting signed copy of '*Application to register e-mail address and other details*' available on website <http://www.mkcl.org/shareholders>, in respect of shares held in physical mode. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants (DPs)/Company to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
- 4) Members whose names appear in the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 12, 2025 at 4:00 p.m. IST can attend the 24th AGM and will be considered for the purpose of voting. A person who is not a Member as on Friday, September 12, 2025 at 04:00 p.m. IST should treat this Notice of 24th AGM for information purposes only.

5) Voting for Members:

The Company is also providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means also (by using the remote electronic voting system provided by Central Depository Services (India) Limited). Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Friday, September 12, 2025 at 04:00 p.m. IST may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, September 15, 2025 at 9:00 a.m. (IST) and ends on Wednesday, September 17, 2025 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The detailed instructions regarding e-voting are given in the ***Annexure I*** as enclosed. The members can opt for only one mode of voting i.e. either remote e-voting prior to the AGM or physical voting. The members present at the Meeting who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by physical voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again. In case duplicate voting is found for same member, the e-vote shall be considered valid. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6) Proxy:

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote on a poll instead of him/herself. A proxy need not be a member of the Company. A blank form of proxy is attached herewith and if intended to be used, it should be returned duly completed at the registered office of the company not less than Forty-Eight (48) Hours before the scheduled time of the commencement of the 24th AGM.

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

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

7) Corporate members, Universities other organizations:

Corporate Bodies 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 incase of Government Department, 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 availed by any of the above, 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, be submitted to the Scrutinizer CS Mamta Phalak (FCS 25690) via email @email id csmamtaphalak@gmail.com and helpdesk.evoting@cdslindia.com with subject line "***Authorization to eVote for MKCL's 24th AGM***".

8) Attendance Slip:

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

9) Appointment/re-appointment of Directors:

At this 24th AGM, Dr. Deepak Phatak (DIN 00046205) and Dr. Rajaram Deshmukh (DIN 01690786) retire by rotation and being eligible, offers themselves for re-appointment.

10) Book Closure for Final Dividend:

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 13, 2025 to Thursday, September 18, 2025 (both days inclusive) and accordingly final dividend on equity shares as recommended by the Board of Directors for the Financial Year 2024-2025, if approved at the 24th AGM, will be payable to those eligible members whose names appeared on the record date i.e. Friday, September 12, 2025 at 04:00 p.m. IST:

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

11) Members, who wish to receive dividend through Electronic Clearing Service (ECS) or update bank mandate for receiving dividend directly in bank account through ECS in a timely manner shall provide documents as below latest by Friday, September 12, 2025 at 04:00 p.m. IST:

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

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

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

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

12) Members may note that as per the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, the dividend income is taxable in the hands of the Members w.e.f. April 01, 2020. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. 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.

A) For Residential Members

Resident Individual Members:

❖ Exemption on TDS will be given or a NIL/lower tax rate will be applied to the dividend payable to resident member on submission of relevant documents listed below:

Applicable Section	Category	TDS Rate	Required Documents
194	Members with valid PAN and aggregate total dividend received during the FY 2025-26 does not exceed ₹ 10,000/-	NIL	a. Valid Permanent Account Number (PAN)
	Members with valid PAN and aggregate total dividend received during the FY 2025-26 exceed ₹ 10,000/-	10%	a. Valid Permanent Account Number (PAN)

Applicable Section	Category	TDS Rate	Required Documents
197	Members holding Lower Deduction or NIL Deduction Certificate	Rate specified in Certificate	<ul style="list-style-type: none"> a. Self-attested copy of PAN; b. Submission of Lower or NIL withholding Tax Certificate for the FY 2025-26 under Section 197 of IT Act, with TAN of Corporation MUML13465E.
197A(1A)	Members who have submitted Form 15G (<i>for members below 60 years</i>)	NIL	<ul style="list-style-type: none"> a. Submission of valid declaration in Form 15G (applicable to individuals) Click here OR b. Form 15H (applicable to individuals aged 60 years or more) Click here
197A(1C)	Members who have submitted Form 15H (<i>for members above 60 years</i>)	NIL	
206AA	Members who have submitted invalid PAN details/no PAN details /not linked PAN with Aadhar	20%*	<ul style="list-style-type: none"> a. Update valid PAN details in your de-mat account /s maintained with Depository Participant/RTA

*The Company will be using online functionality of the Income-tax department for determining status of PAN of the member. If PAN is not linked with Aadhar, kindly do so, to avoid higher Tax deduction.

Members are requested to update PAN with their DP or company as the case may be latest by September 12, 2025. 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 12, 2025, in case previously PAN details have not been submitted.

B) For non-resident shareholders: Tax is required to be withheld in accordance with the provisions of Section 195 or 196D of the IT Act, 1961, at the rates in force and Lower/NIL tax rate will be applied to the dividend payable to the non-resident member on submission of relevant documents listed below:

Applicable Section	Category	TDS Rate	Required Documents
195 and 196D	Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI)	As per the relevant provisions of the IT Act, the withholding tax shall be @ 20% plus applicable surcharge and cess OR at the rates in force.	<ul style="list-style-type: none"> a. Please refer Point (C) for availing benefits of Double Tax Avoidance Agreement (DTAA) by Non-resident Members.
195 and 197	Non-resident members holding NIL/Lower deduction Certificate	Rate specified in Certificate	<ul style="list-style-type: none"> a. Submission of Lower or NIL withholding Tax Certificate for the FY 2025-26 under Section 197 of IT Act, with TAN of Corporation MUMM14933C.

C) Availing Benefits of Double Tax Avoidance Agreement ("DTAA") by Non-resident Members:

As per Section 90 of the IT Act, a non-resident member has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the member, if they are more beneficial to the member. For this purpose, i.e., to avail the DTAA benefits, the non-resident member will have to provide the following documents and declarations

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

- Self-attested copy of the Permanent Account Number (PAN) allotted by the Indian Income Tax authorities; If PAN is not allotted to you, please provide your email address, contact number and address in the country of residence along with documentary evidence of such address;
- Self-attested copy of Tax Residency Certificate (TRC) for the FY 2025-26 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Completed and duly signed Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

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

The aforementioned self-attested documents are required to be emailed at sachinn@mkcl.org with subject Line "**Submission of Documents for Dividend**" latest by September 12, 2025. No communication would be accepted from members after September 12, 2025 regarding the tax withholding matters.

- 13) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of IT Act.
- 14) In case, members hold shares under multiple accounts, under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

15) Investors Education and Protection Fund:

Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government as per Section 124 of the Companies Act, 2013. Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority as per section 125 of the Companies Act, 2013 and rules thereunder. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form IEPF-5 available on www.iepf.gov.in. No claim shall lie against the Company for the amounts so transferred prior to March 31, 2025, nor shall any payment be made in respect of such claim.

The Company has provided the required details of unpaid and unclaimed amounts of Dividend lying with the Company till March 31, 2025, on its website www.mkcl.org and shall provide the same to the Ministry of Corporate Affairs' (MCA) website in the relevant form pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

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

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

17) Mandatory Dematerialization of securities:

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

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

18) 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

19) 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

20) 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>.

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

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

23) Any questions or queries concerning accounts of the Company be sent in advance vide email to cs@mkcl.org, however the response to the same will be given at the AGM.

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Sd/-
Sameer Pande
Managing Director
DIN: 00143616

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 07, 2025.

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. 6 and 7 of the accompanying Notice.

Item No. 6 - 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 2025-26 at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes & re-imbbursement of out-of-pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2026.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for ratification of remuneration payable to the Cost Auditors of the Company for the year ending March 31, 2026.

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

Item No. 7 - Appointment of Professor (Dr.) Vijay Maheshwari (DIN 09564354) as Director in the category 'Vice Chancellors as Representatives of Shareholder Universities'.

Professor (Dr.) Vijay Maheshwari is an Indian national born on July 03, 1964 is presently serving as Vice Chancellor of Kavayitri Bahinabai Chaudhari North Maharashtra University, Jalgaon (KBCNMUJ) and he holds a Ph.D. in Biochemistry.

He has vast experience of teaching, research and administration. He is a distinguished academic leader, researcher, and innovator with over 29 years of teaching experience in protein biochemistry, plant tissue culture, and secondary metabolites. Known for his research and contributions, Dr. Maheshwari has guided 22 Ph.D. scholars and published over 115 research papers in esteemed journals.

Dr. Maheshwari has partnered with global research institutions to advance sustainable technologies in agriculture and biotechnology.

As per Article 58(a) of the Articles of Association (AoA) of the Company concerning Board structure, one of the categories of Directors to be appointed is 'Vice Chancellors as Representatives of Shareholder Universities'.

Professor (Dr.) Vijay Maheshwari was appointed in the casual vacancy created by the demise of Dr. Subhash Chaudhari. Therefore, his tenure was upto the deemed original tenure of Dr. Subhash Chaudhari i.e. upto August 07, 2025.

The Board proposes appointment of Professor (Dr.) Vijay Maheshwari in the said category. Professor (Dr.) Vijay Maheshwari has given his consent to act as Director. Also, he has given a declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.

Under the said Resolution at item no.7, consent of the shareholders is sought pursuant to the provisions of the Companies Act, 2013. None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.7 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

By Order of the Board
For Maharashtra Knowledge Corporation Ltd.

Sameer Pande
Managing Director
DIN: 00143616

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 07, 2025

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 24th 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 Thursday, the 18th day of September, 2025 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

1. Name:

Address:

E-mail Id:

Signature: , or failing him

2. 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 24th Annual General Meeting of the Company, to be held on Thursday, the 18th day of September 2025 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, Maharashtra, 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 – Dr. Deepak Phatak		
4	Director retiring by rotation – Dr. Rajaram Deshmukh		
5	Approval of terms of remuneration of Auditors		
Special Business			
6	Ratification of remuneration to Cost Auditors.		
7	Appointment of Director in Casual Vacancy in the category 'Vice Chancellors as Representatives of Shareholder Universities'- Professor (Dr.) Vijay Maheshwari.		

Signed this _____ day of _____, 2025.

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 15, 2025 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.

Annexure I

INSTRUCTIONS FOR REMOTE E-VOTING

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

- A) Members whose names appear in the Register of Members (in case of physical shareholding)/List of Beneficial Owners (in case of electronic shareholding) as on Friday, September 12, 2025 at 04:00 p.m. IST can attend the 24th 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 12, 2025 at 04:00 p.m. IST should treat the Notice of 24th AGM for information purposes only.
- B) The e-voting period commences on **Monday, September 15, 2025 (9:00 a.m. IST)** and ends on **Wednesday, September 17, 2025 (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 12, 2025 at 04:00 p.m. IST may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. The facility to vote physically shall be given at the AGM to members physically present at the venue.
- C) The Board of Directors have appointed CS Mamta Phalak (FCS 25690) of M/s Mamta Phalak & Associates, Company Secretaries, Pune as the Scrutinizer for conducting the remote e-voting and physical voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
- D) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the voting through remote e-voting and physical voting, not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the RTA and will also be displayed on the Company's website, www.mkcl.org. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. September 18, 2025.
- E) Instructions for e-voting:
Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ul style="list-style-type: none">1) Members who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cDSLindia.com/myeasi/home/login or visit www.cDSLindia.com and click on Login icon and select New System Myeasi.2) After successful login, the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the member can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cDSLindia.com home page or click on https://evoting.cDSLindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also will be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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

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

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

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

PAN based login:

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

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

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

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

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

- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> i.e. <Maharashtra Knowledge corporation Limited> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in ‘Corporates’ module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at sachinn@mkcl.org
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory for e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **022- 23058738 and 022-23058542/43.**
