



**Maharashtra Knowledge Corporation Limited**

CIN: U80302PN2001 PLC135348

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

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

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

**NOTICE**

Notice is hereby given that the **20<sup>th</sup> Annual General Meeting** of the members of Maharashtra Knowledge Corporation Limited (MKCL) will be held at the Registered Office of the Company at **ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 21<sup>st</sup> day of September, 2021 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, 2021, 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**:

20AGM/21.09.2021/01

“RESOLVED that -

(a) the audited stand-alone Financial Statements of the Company for the financial year ended March 31, 2021; and

(b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2021,

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 2020-21, and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/02

“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 31<sup>st</sup> March, 2021 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 17, 2021 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 Suhas Pednekar, 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**:

20AGM/21.09.2021/03

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Professor Suhas Pednekar (DIN 0008193367), Vice Chancellor, University of Mumbai, 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 Suhas Pednekar ceases to be Vice-Chancellor of University of Mumbai 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 Suhas Pednekar in whose place s/he is appointed would have held office if it had not been vacated.

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

### 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 Financial Year 2021-22 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/04

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

RESOLVED FURTHER that the remuneration of 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, 2022, 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 2021-22 and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/05

“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 2021-22 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. Alteration of Article 58(a) of the Articles of Association of the Company regarding structure of the Board of Directors.

To consider and approve alteration of Article 58(a) of the Articles of Association of the Company regarding structure of the Board of Directors and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

20AGM/21.09.2021/06

“RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), and subject to such other approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, Article 58(a) of the Articles of Association of the Company be and is hereby altered and substituted by the following:

‘58. (a) Until otherwise determined by the Company in a General Meeting, the number of Directors shall not be less than 3 and not more than 15 excluding Alternate Directors. Following will be the present structure of the Board of Directors:

Sr. No.	Category	Number of Directors
1.	Government nominated Directors	3
2.	Vice Chancellors as Representatives of Shareholder Universities	2
3.	Managing Director	1
4.	Independent Directors as per Section 149 of the Act	2
5.	Professionals from various fields including Science & Technology, Information Technology, Biotechnology, Nanotechnology, Education, Vocational Education & Skill Development, Agriculture, Rural Development, Industry, Governance, Finance, Media, Environment, Community Development & Empowerment, Social Transformation, International Education, International Business, Art & Culture.	4
	<b>TOTAL</b>	<b>12</b>

THE GOVERNMENT NOMINATED 3 DIRECTORS WILL BE AS FOLLOWS:-

The Government of Maharashtra shall nominate any three persons of its choice as Directors.'

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

**7. Alteration of Article 58(d) of the Articles of Association of the Company regarding retirement of directors by rotation.**

To consider and approve alteration of Article 58(d) of the Articles of Association of the Company regarding retirement of directors by rotation and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

20AGM/21.09.2021/07

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), and subject to such other approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, Article 58(d) of the Articles of Association of the Company be and is hereby altered and substituted by the following:

'58. (d) The remaining all Directors appointed under category at Sr. No. 1, 2 and 5 shall be liable to retire by rotation and if eligible, shall be entitled to be re-elected in accordance with the Act. The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors appointed under category at Sr. No. 4.'

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

**8. Alteration of Article 58 of the Articles of Association of the Company by insertion of sub-clause (i) and (j) after sub-clause (h) regarding process of appointment/re-appointment of Professional Directors.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

20AGM/21.09.2021/08

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), and subject to such other approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, Article 58 of the Articles of Association of the Company be and is hereby altered by insertion of sub-clause (i) and (j) as below after sub-clause (h) :

'(i) Directors at Sr. No. 5 shall be non-Executive Directors and recommended by the Board of the Company and such appointments of Professional Director/s shall be approved by the Company in General Meeting. While selecting Professional Directors, the Board shall ensure that there is appropriate balance of knowledge, skills, and experience in the Board so as to enable the Board to discharge its functions and duties effectively.

(j) A director appointed under category at Sr. No.5, shall hold office maximum for a term up to five consecutive years from the effective date of his/her first appointment in the said category as proposed by the Board and approved by the Company by passing of an ordinary resolution. Such Director may be re-appointed by a 'Peer Review' process conducted by the Board as felt appropriate by it and on passing of an ordinary resolution by the Company, subject to maximum term of office up to five consecutive years at a time. Disclosure of such appointment shall be made in the Board's report. In case of vacation of office of any such director before his/her term of office expires in the normal course, the resulting casual vacancy shall be filled by the Board of Directors pursuant to Section 161(4) of the Companies Act, 2013.'

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

#### **9. Appointment of Dr. Anil Kakodkar (DIN 03057596) in the category of 'Professionals'.**

To consider appointment of Dr. Anil Kakodkar in the category of 'Professionals' and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/09

"RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association and subject to all applicable provisions of the Companies Act, 2013 ("the Act"), as amended from time to time, Dr. Anil Kakodkar (DIN 03057596) be and is hereby appointed as Director in the category of 'Professionals' for a tenure from October 01, 2021 to September 30, 2026 and his period of office is liable to determination by retirement of Directors by rotation.

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

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

#### **10. Appointment of Dr. Deepak Phatak (DIN 00046205) in the category of 'Professionals'.**

To consider appointment of Dr. Deepak Phatak in the category of 'Professionals' and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/10

"RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association and subject to all applicable provisions of the Companies Act, 2013 ("the Act"), as amended from time to time, Dr. Deepak Phatak (DIN 00046205) be and is hereby appointed as Director in the category of 'Professionals' for a tenure from October 01, 2021 to September 30, 2026 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, may be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Dr. 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 do all such acts, deeds and things as are necessary for giving effect to this resolution.”

**11. Appointment of Dr. Rajaram Deshmukh (DIN 01690786) in the category of ‘Professionals’.**

To consider appointment of Dr. Rajaram Deshmukh in the category of ‘Professionals’ and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/11

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association and subject to all applicable provisions of the Companies Act, 2013 (“the Act”), as amended from time to time, Dr. Rajaram Deshmukh (DIN 01690786) be and is hereby appointed as Director in the category of ‘Professionals’ for a tenure from October 01, 2021 to September 30, 2026 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, may be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Dr. Rajaram Deshmukh in whose place s/he is appointed would have held office if it had not been vacated.

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

**12. Appointment of Dr. Anant Sardeshmukh (DIN 00383994) in the category of ‘Professionals’.**

To consider appointment of Dr. Anant Sardeshmukh in the category of ‘Professionals’ and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

20AGM/21.09.2021/12

“RESOLVED that pursuant to the provisions of Article 58 of the Articles of Association and subject to all applicable provisions of the Companies Act, 2013 (“the Act”), as amended from time to time, Dr. Anant Sardeshmukh (DIN 00383994) be and is hereby appointed as Director in the category of ‘Professionals’ for a tenure from October 01, 2021 to September 30, 2026 and his period of office is liable to determination by retirement of Directors by rotation.

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

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

## NOTES:

1) The relevant Statement made pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted at the 20<sup>th</sup> Annual General Meeting (AGM), set out in the Notice, is enclosed hereto and forms part of the Notice.

2) This Notice of 20<sup>th</sup> AGM is being sent to the members whose names appear on the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 13, 2021 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 17, 2021 at 04:00 p.m. IST can attend the 20<sup>th</sup> AGM and will be considered for the purpose of voting. A person who is not a Member as on Friday, September 17, 2021 at 04:00 p.m. IST should treat the Notice of 20<sup>th</sup> AGM for information purposes only.

### 5) 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 20<sup>th</sup>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.

### 6) Attendance Slip:

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

## 7) Corporate members, Universities other organizations:

Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM either to the Company in advance or submit the same at the venue of the AGM and in case of Universities, Educational Institutes and other organizations a Letter of Authority from a duly authorized officer be submitted to the Company.

## 8) Appointment/re-appointment of Directors:

At this 20<sup>th</sup> AGM, Professor Suhas Pednekar (DIN 0008193367), Vice Chancellor, University of Mumbai retire by rotation and being eligible, offers himself for re-appointment.

## 9) Book Closure for Final Dividend:

Book Closure is announced from Friday, September 17, 2021 to Tuesday, September 21, 2021 (both days inclusive) and accordingly final dividend on equity shares as recommended by the Board of Directors for the Financial Year 2020-2021, if approved at the 20<sup>th</sup> AGM, will be payable to those eligible members whose names appeared on the record date i.e. Friday, September 17, 2021 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 17, 2021 at 04:00 p.m. IST in the format available on website <http://www.mkcl.org/shareholders>

**10)** 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 2021-22 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 17, 2021. 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 17, 2021, 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 2021-22 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](mailto:sachinn@mkcl.org) with subject Line "Submission of Documents for Dividend" latest by September 17, 2021. No communication would be accepted from members after September 17, 2021 regarding the tax withholding matters.

#### **11) 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, 2021, 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, 2021, 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.

#### **12) 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>.

### **13) 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](http://www.mkcl.org)

### **14) Registrar and Transfer Agents:**

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

Alankit Assignments Limited, RTA & DP Division,

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

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

Website: [www.alankit.com](http://www.alankit.com)

### **15) 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>.

### **16) 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.

**17)** 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.

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

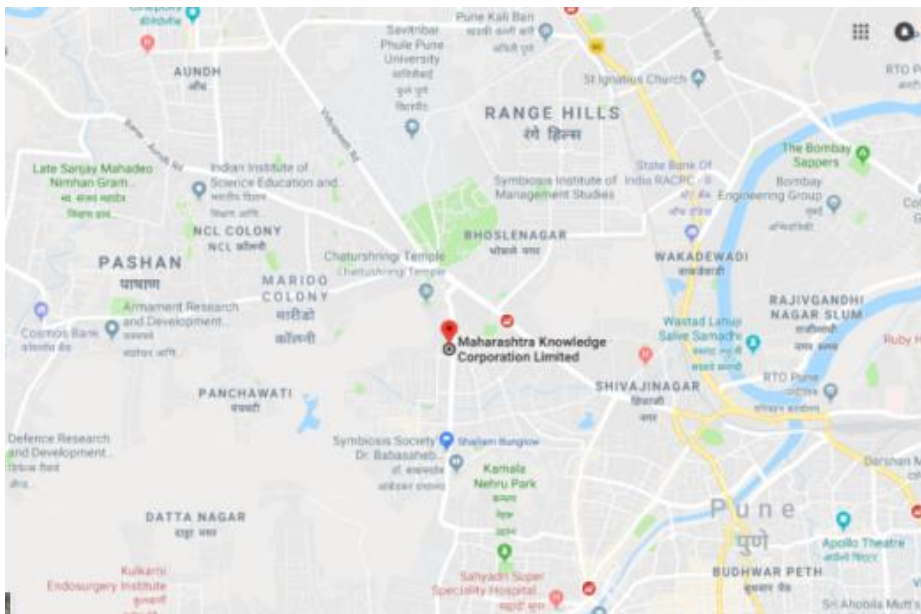
By Order of the Board  
For Maharashtra Knowledge Corporation Ltd.

Sd/-  
Veena Kamath  
Managing Director  
DIN: 06454315

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

Pune, August 09, 2021

### 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 12 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 2021-22 at a remuneration of Rs.1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes & re-imbursalment of out-of-pocket expenses, for conducting the audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2022. The said terms of remuneration are the same as for the previous financial year.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for ratification of remuneration payable to the Cost Auditors of the Company for the year ending 31<sup>st</sup> March, 2022.

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 Alteration of Article 58(a) of the Articles of Association of the Company regarding structure of the Board of Directors.        AND**

**Item No. 7 Alteration of Article 58(d) of the Articles of Association of the Company regarding retirement of directors by rotation        AND**

**Item No. 8 Alteration of Article 58 of the Articles of Association of the Company by insertion of sub-clause (i) and (j) after sub-clause (h) regarding process of appointment/re-appointment of Professional Directors.**

***Strength of Independent Directors in the Board Structure as per existing Article 58(a) of the Articles of Association ("AoA"):*** As per existing Article 58(a) of the AoA of the Company, the strength of independent directors is six (6). Pursuant to Section 149 of the Companies Act, 2013 ("the Act") and rules thereunder regarding Appointment and Qualification of Directors, the Company is required to appoint at least Two (2) Independent Directors.

***Latest regulatory Amendments:*** As per the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, every independent director shall apply online for inclusion of his/her name in the data bank maintained by the Indian Institute of Corporate Affairs (IICA), and from time to time take steps to renew the same, till he/she continues to hold the office of an independent director in any Company. Further, every individual whose name is so included in the data bank shall pass an online proficiency self-assessment test conducted by the IICA within specified period, failing which, his / her name shall stand removed from the databank of the IICA. For some cases, exemption to pass the test has been given.

**Limitations of Above Provisions:** The Companies Act on one hand expects to have Board diversity but on the other, has placed above mentioned conditions wherein a Company is compelled to choose independent directors only from the data bank. Further, while Companies are expected to have experts from different domains, the scope of online proficiency test is restricted only to provisions of Companies Act, which experts from several domains not familiar with corporate affairs and governance may find unconnected to their area of expertise and irrelevant to their desired role as domain expert.

There are many senior experts having more than four decades of experience in their relevant fields, eminent personalities who have retired after serving on prestigious professional positions, recipients of national and international awards, whose guidance and advice may be very valuable to the Company. However, with above mentioned conditions, it will be difficult to get the acceptance of such personalities to serve on the Board as independent directors.

Therefore, considering that presently, the mandatory requirement is two independent directors, in order to ensure that the Company continues to receive participation of eminent domain experts, it is proposed to alter Article 58(a) of the Articles of Association of the Company regarding structure of the Board by reducing the number of Independent Directors from Six (6) to Two (2) and Four (4) Directors be appointed in the Category of "Professionals".

In view of the new proposed category "Professionals", Article 58(d) of the AoA of the Company regarding retirement of directors by rotation also needs to be altered. It is proposed that the Directors in category 'Professionals' shall be liable to retire by rotation and if eligible, shall be entitled to be re-elected in accordance with the applicable provisions of the Act.

Further, it is also proposed to alter Article 58 of the AoA of the Company by insertion of sub-clause (i) and (j) after sub-clause (h) regarding process of appointment/re-appointment of Professional Directors. The maximum period of each tenure is also specified.

Under the said Resolutions at item nos.6, 7 and 8, consent of the shareholders is sought pursuant to the provisions of Section 14 of the Companies Act, 2013.

No director, key managerial personnel or their relatives, is concerned or interested in the said resolutions. The Board recommends the Resolutions set out at Item Nos. 6, 7 and 8 of the accompanying Notice for the approval of the Members as Special Resolutions.

#### **Item No. 9 Appointment of Dr. Anil Kakodkar (DIN 03057596) in the category of 'Professionals'.**

Dr. Anil Kakodkar (born on 11<sup>th</sup> November, 1943) joined the Bhabha Atomic Research Centre (BARC) in 1964, following the one year post graduate Training with top rank in Nuclear Science and Technology in the then Atomic Energy Establishment. He became the Director of BARC in the year 1996 and was the Chairman, Atomic Energy Commission and Secretary to the Government of India, Department of Atomic Energy, during the years 2000 -2009. He was DAE Homi Bhabha Chair Professor during January 2010 to January 2015 and INAE Satish Dhawan Chair of Engineering Eminence during January 2015 to January 2017. Currently he is AICTE Distinguished Chair Professor. Dr. Kakodkar obtained his BE (Mech. Engineering) degree from the Bombay University in 1963 and M.Sc. in the Experimental Stress Analysis from the Nottingham University in 1969.

Dr. Anil Kakodkar has worked for the development of the atomic energy programme in India throughout his professional life. Focus of his work has been on self-reliant development of nuclear reactor systems to address the Indian programme requirements. Dr. Kakodkar continues to be actively involved in programmes related to augmentation of Thorium utilization in our nuclear power programme and for development of non-fossil primary energy sources for meeting our overall energy needs.

Dr. Anil Kakodkar has been a key contributor to India's strategic programme. He was amongst the chosen few involved in the first successful Peaceful Nuclear Explosion Experiment that India conducted on May 18, 1974 at Pokhran. And later, he played a key role in the series of successful Nuclear Tests conducted during May 1998, again at Pokhran. The comprehensive and robust programme under Dr. Kakodkar's leadership has earned India a distinctive status as a country with advanced nuclear technology.

The deployment of technologies for better quality of life of our people has received considerable boost under Dr. Kakodkar's leadership. Besides energy, these cover radiation processing of food and agro-products, agriculture with emphasis on oilseeds and pulses, healthcare particularly related to cancer, urban and rural waste management and desalination of water. Notable also are his innovative contributions to human resource development activities. Establishment of NISER (National Institute of Science Education and Research), DAE-Mumbai University CBS (Centre for Basic Sciences) and HBNI (Homi Bhabha National Institute) are expected to result in a fresh wave of human resource development, generating greater experimental capabilities and bringing in linkage between basic research and technology development for the acceleration of India's multifaceted atomic energy programme. Other initiatives of Dr. Kakodkar include new centres for research at Visakhapatnam, Hyderabad, Kolkata and Bangalore.

Dr. Kakodkar has, over the years, built competent teams of highly specialized scientists and engineers in the reactor engineering programme. He has brought out more than 250 scientific papers and reports on various aspects of his work. He has Chaired several Committees, especially to give recommendations regarding education. Further, Technology Information Forecasting and Assessment Council (TIFAC) apex group led by him has brought out a Technology Vision 2035. The document was released by Hon'ble Prime Minister of India during the Science Congress on January 03, 2016.

Dr. Anil Kakodkar was Chairman, Solar Energy Corporation in its formative stage. He was also Chairman of Inter University Centre for Astronomy and Astrophysics (IUCAA) during 2006 -- 2012, Chairman, Governing Board, Inter University Accelerator Centre, New Delhi, and Chairman, Board of Governors of the Indian Institute of Technology, Bombay during 2006-2015.

Dr. Kakodkar presently devotes his time primarily on issues related to energy, education and societal development. He has been propagating the concept of CILLAGE, a knowledge based ecosystem for bridging city and village gaps for technology enabled sustainable development in rural areas.

Dr. Kakodkar has been honored by all three Padma awards and highest State awards from Maharashtra, Goa and Madhya Pradesh besides several national and international awards and honors.

Dr. Anil Kakodkar has been associated with MKCL initially as a Member of the Board of Directors of MKCL since 2011 and later as the Chairman of the Board since 2016 and presently, he is also Chairman of the Corporate Social Responsibility Committee of the Board and member of the Nomination & Remuneration Committee of the Board. Dr. Anil Kakodkar has given visionary and inspiring leadership to MKCL in pursuit of its cherished mission, in preserving and enriching its unique identity and in sustenance and growth of its business in a most turbulent period in the history of the Company.

The Company could withstand the most difficult and testing period and it continued to exist with its characteristic splendor and luster only because of unflinching moral back-up so generously given by Dr. Kakodkar. The morale of the Team MKCL could remain unshaken only because of the confidence shown by Dr. Kakodkar through his reassuring words and actions at crucial junctures and through his sense of ownership and commitment to the cause MKCL stands for.

Dr. Kakodkar has been not only a source of inspiration but also a morale booster for MKCL all along. In Team MKCL's relentless pursuit of its cherished objectives, he is the compassionate mentor on one hand and the conscience keeper on the other.

But for his guidance, innovative directions, and affectionate support from time to time, MKCL may not have attained the remarkable success as it did in offering its high quality services to millions of customers from all walks of life during the second decade of its existence.

His insightful reflections on matters of critical importance, his regularly enriching inputs on variety of sunrise technologies and emerging horizons of human endeavors, his strategic advice and wise counsel full of encouragement enabled MKCL to respond positively to various challenging circumstances in not only consolidating its fundamental beliefs and principles but also redefining and re-interpreting its vision and goals and re-positioning its business in changing contexts.

His deep concern for the deprived and disempowered and his conviction to serve them within a social business framework has guided MKCL in further spreading its innovative learning and developmental services to the millions – men and women, young and old, metropolitan and urban, rural and tribal, students and teachers, farmers and workers, unemployed and under-employed, homemakers and senior citizens, etc. at affordable costs, with world-class quality, with wider accessibility throughout the State and beyond and in a just-in-time and mass-personalized manner.

Out of his deep respect for every individual's opinions and standpoints, as the Chairman of the Board, Dr. Kakodkar has been encouraging all-round debate, discussion, dialogue and consensus in arriving at all the policy directions and decisions. He is a firm believer in compliances and corporate governance with commitment to transparency and propriety.

In spite of his engagements in many reputed bodies of strategic significance which demand his precious time and energy, his enthusiasm and quality-time commitment for affairs of the Company are simply remarkable. In spite of his pre-eminent national and international stature, his unassuming leadership style is graced with rare of a unifying influence on the Board. As a result, the Board as a body of eminent experts, socially committed veterans and independent thinkers can easily and collectively function as one individual with true corporate spirit.

MKCL's journey over last decade has a deep imprint of Dr. Kakodkar's leadership in shaping Company's response to the unprecedented speed of changing trends in emerging exponential technologies, markets, cultural ethos, role of governments and aspirations of the people.

MKCL shall always acknowledge Dr. Kakodkar with deep sense of gratitude for leading it on the path of creating a unique knowledge-based Company, and a self-sustaining, wealth-creating, socially accountable and ethical enterprise. MKCL shall aspire to be blessed by his continuing leadership.

The Board in its meeting held on June 23, 2021, subject to requisite approvals, decided to amend Article 58 of the Articles of Association (AoA) of the Company concerning Board structure. In view of the said proposed re-structuring as explained in note 6 to 8 above and recategorization of four independent director positions, Dr. Anil Kakodkar gave notice of resignation dated July 20, 2021 such that his cessation as Independent Director on the Board of the Company shall be effective from October 01, 2021. Further, as decided in the said Board meeting, he has given his consent to act as Director w.e.f. October 01, 2021 under the category "Professionals". Also, he has given declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.

Under the said Resolution at item no.9, 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 except Dr. Anil Kakodkar, are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.9 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

## **Item no. 10 Appointment of Dr. Deepak Phatak (DIN 00046205) in the category of ‘Professionals’.**

Dr. Deepak Phatak (born on April 02, 1948) obtained his Bachelor’s degree in EE from SGSITS Indore and his M Tech and Ph. D from IIT Bombay. He served with IIT Bombay from 1971 till he retired in 2018. He headed the CSE department from 1991 to 1994. He was Dean of Resources from 1995 to 1998, was the founding head of Kanwal Rekhi School of IT from 1998 to 2002, and headed the SJ Mehta School of Management from 2004 to 2005. He held the Subrao M Nilekani Chair Professorship from 2000 to 2013.

Presently, he is a Professor Emeritus of IIT Bombay.

He started an IT incubator at IIT Bombay in 1999, to foster innovation and start-up culture. It has now evolved into SINE (Society for Innovation and Entrepreneurship), considered as one of the best incubators in India. He started the country’s first interactive distance learning program, initially using VSATs and later through internet It has blossomed into the Centre for Distance Engineering Education (CDEEP). He set up the Affordable Solutions Lab (ASL) at IIT Bombay in 2000. He is regarded as the pioneer of smart card usage in financial transactions in India. He developed low cost devices such as Smart Card Reader, Clickers and Thin-clients. He successfully completed the Aakash project for affordable tablets. He is an Open Source evangelist, and strives to popularize Free and Open Source Software usage.

In 1983-84, Prof. Phatak helped setting up the department of Computer Science in his Alma Mater SGSITS and later in Indore University. During a sabbatical leave in 2003, he visited over 50 smaller engineering colleges in the country and interacted with thousands of teachers and students. He played a leading role in mentoring this talent pool through initiatives like the Eklavya Project, T10KT (Train 10 Thousand Teachers at a time), MOOCs (Massive Open Online Courses), etc. His focus is on improving quality of education at scale, to meet the national aspirations.

He was elected Fellow of CSI in 1999, and Fellow of IETE in 2000. As an expert in Databases and Information systems, he has been a consultant and advisor to a number of organizations and ministries on issues related to IT. In the financial sector, he has been an IT advisor to SBI, RBI, UTI, IDBI, LIC, New India, UIIC, SEBI, NSDL, etc. He is a permanent invitee to the payment system Board of RBI. He chairs the IT committee of SEBI. He has served on the boards of several companies and institutions, including IDBI bank, UTIISL, Bank of Baroda, HDFCAMC, NIA, IGNOU, IIT Gandhinagar, and NIT Agartala. He currently serves on the boards of, MKCL, ReBIT, IBPS, IIT Indore, PSL, and Baroda Sun Technologies. He has chaired technical committees on MCA21, GSTN, GEM, and the review committee for assessment of security of the Aadhar system

Prof. Phatak is recipient of the ‘Excellence in Teaching’ award and the ‘Industrial Impact Research Award’ from IIT Bombay. He was conferred Life Time Achievement Awards by Skoch foundation in 2003, by Data Quest in 2008, by Dewang Mehta Business School Awards in 2010, by Interop in 2014, by IIT Bombay in 2014 and by CSI in 2018. He was listed among fifty most influential Indians, by Business week in 2009. The President of India honored him with Padma Shri in 2013.

Dr. Phatak believes that teaching cannot be just a profession, but has to be one’s Dharma. His dream is to see a resurgent India, catching up with the world using IT as a spring-board.

Dr. Deepak Phatak has been associated with MKCL as a Board Member since the year 2014 and has provided invaluable guidance, advice and innovative ideas to the Company. Presently, he is member of the Nomination & Remuneration Committee of the Board.

As previously stated, the Board in its meeting held on June 23, 2021, subject to requisite approvals, decided to amend Article 58 of the Articles of Association (AoA) of the Company concerning Board structure. In view of the said proposed re-structuring as explained in note 6 to 8 above and recategorization of four independent director positions, Dr. Deepak Phatak gave notice of resignation dated July 08, 2021 such that his cessation as Independent Director on the Board of the Company shall be effective from October 01, 2021. Further, as decided in the said Board meeting, he has given his consent to act as Director w.e.f. October 01, 2021 under the category “Professionals”. Also, he has given declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.



Under the said Resolution at item no.10, 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 except Dr. Deepak Phatak, are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.10 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

**Item no. 11 Appointment of Dr. Rajaram Deshmukh (DIN 01690786) in the category of 'Professionals'.**

Dr. Rajaram Deshmukh (born on August 01, 1945) former Vice Chancellor, Mahatma Phule Krishi Vidyapeeth, Rahuri, Dist. Ahmednagar (2005-10), earlier worked in various capacities including Director of Research at MPKV, Rahuri, (1969-2002) and as the Chief General Manager at Deepak Fertilizers and Petrochemicals Ltd., Pune (2002-05). Later he worked as the Director, Agricultural Sciences and Technology at the Vasantdada Sugar Institute, Manjari, Pune (1010-12) and as an Advisor for Dryland Farming Mission of the Department of Agriculture, Government of Maharashtra (2012-15). Dr. Deshmukh completed his post-graduation in Cytogenetics and Plant breeding from Pune University (1968), Ph. D. from MPKV, Rahuri, (1980) and worked as the visiting scientist at the Queensland University, Brisbane, Australia (1992).

Dr. Deshmukh implemented various national and international research projects and developed several improved varieties of pulse crops which were released at state and national level. He worked on various committees of the Agricultural Universities, ICAR, State and the Central Government such as Task Force on Pulses, Executive Committee of National Food Security Mission etc. Also worked on the Governing Boards of the ICAR, New Delhi, NABCONS, NABARD, Mumbai and the Bankers Institute of Rural Development (BIRD), Lucknow. He was the president of "Institute of Maharashtra Agricultural technologists" during 2018 to 2021. His contribution in the field of Agricultural Research and Development was recognized by several national and international agencies.

Some of the awards received by Dr. Rajaram Deshmukh are Colombo Plan Award (1992), ICRISAT's Doreen Mashler Award (2002), CGIAR's King Baudouin Award (2002), Vasantrao Naik Award (2006), Indian Society of Pulses Research and Development Gold Medal (2007), recognition by the ICAR at the Closing Ceremony of International Year of Pulses 2016 and by the Indian society of Genetics and Plant Breeding for outstanding contributions in the field of Genetics and Plant Breeding (2017).

Dr. R.B. Deshmukh has been associated with MKCL as a Board Member since the year 2013 and has provided invaluable guidance and advice to the Company, especially in implementation of its various Corporate Social Responsibility (CSR) Projects and Agro-projects. Presently, he is the Chairman of the Nomination & Remuneration Committee and member of the CSR Committee as well as the Audit Committee of the Board.

As previously stated, in view of the proposed re-structuring as explained in note 6 to 8 above and recategorization of four independent director positions, Dr. Rajaram Deshmukh gave notice of resignation dated July 11, 2021 such that his cessation as Independent Director on the Board of the Company shall be effective from October 01, 2021. Further, he has given his consent to act as Director w.e.f. October 01, 2021 under the category "Professionals". Also, he has given declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.

Under the said Resolution at item no.11, 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 except Dr. Rajaram Deshmukh, are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.11 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

## **Item no. 12 Appointment of Dr. Anant Sardeshmukh (DIN 00383994) in the category of 'Professionals'.**

Dr. Anant Sardeshmukh (born on September 22, 1953) Former Director General and Member of the Board of Maharashtra Chamber of Commerce Industries and Agriculture (MCCIA), with his 40+ years of industry experience, in varied field has been credited with in re-establishing the MCCIA brand during his association of more than a decade.

Dr. Sardeshmukh represented MCCIA on various committees at the state and national level and also has a strong connect with the industry, trade, business, educational institutions, chamber of commerce, foreign trade offices, industrialists, members from diverse industries back home as well as internationally. An accomplished leader, he has earned extensive experience and expertise in corporate finance, non-banking finance, general management, projects, personnel and risk management, government relations, Management strategy, policies and practices.

Dr. Sardeshmukh, a man who always traversed untrodden path with a confidence of success and achievement, has contributed significantly to the organizations of his association. He is a man often credited for numerous "First-Time" initiatives. It was his visionary efforts which enhanced the visibility and reach of the chamber to different areas of operations, advocacy, and geographic areas of the state, nation and globe too.

Dr. Sardeshmukh's professional experience of more than four decades of working with diverse industries including pharmaceutical, automobile, Engineering, insurance, finance, banking, skilling, training established and affirmed him to be a leader and achiever. The reputed positions assumed by him in his career often came with challenges as well which Dr. Sardeshmukh handled and has been handling impeccably with astounding success, results. Through his past working associations with the leading names from various industries, he precisely knows the problems and challenges faced by each industry. He has always strived and succeeded in helping the industries find solutions to those problems with the help of government initiatives, policies, and effective strategies.

The industry and institutions have always applauded Dr. Sardeshmukh's proactive, progressive contribution towards the development, problem resolution and promotion. He is acclaimed for his deep knowledge, expertise and interest in MSME sector and is often sought for advice, suggestions and help for the same. Be it capacity and capability development of MSMEs, start-ups, entrepreneurship development, international market development, management advisory, professional development, professional educational advisory, Dr. Sardeshmukh's interventions, guidance and support would be of certain help and value.

Dr. Anant Sardeshmukh is now, engaged into consultancy, advisory, and other development services which includes, strategy development, finance resourcing, capacity and capability building, international market development, entrepreneurship development, educational and professional development, top level personnel selection, development and other incidental management services the areas in which he commands expertise and experience.

### **Areas of work:**

- Corporate Advisory on Strategy, policy, systems, Compliance and Governance
- Financial Services including Fund Sourcing
- International Partner identification, tie ups
- Business Negotiations, Agreements
- Government Relations and Representations
- Senior Management Selection, Training and Development
- New, Institutions, Project development and Implementation

Dr. Anant Sardeshmukh has been associated with MKCL as a Board Member since the year 2011 and has provided invaluable guidance and advice to the Company, especially in Finance & Accounts as the Chairman of the Audit Committee. He is also member of the Nomination & Remuneration Committee of the Board.

As previously stated, in view of the proposed re-structuring as explained in note 6 to 8 above and recategorization of four independent director positions, Dr. Anant Sardeshmukh gave notice of resignation dated July 19, 2021 such that his cessation as Independent Director on the Board of the Company shall be effective from October 01, 2021. Further, he has given his consent to act as Director w.e.f. October 01, 2021 under the category "Professionals". Also, he has given declaration that he is not disqualified from being appointed as Director under the Companies Act, 2013.

Under the said Resolution at item no.12, 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 except Dr. Anant Sardeshmukh, are concerned or interested financially or otherwise in this resolution. The Board recommends the Resolution set out at item No.12 of the accompanying Notice for the approval of the Members as Ordinary Resolution.

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

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

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

Pune, August 09, 2021

**Maharashtra Knowledge Corporation Limited**  
CIN: U80302PN2001 PLC135348  
Regd. Off.: ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor,  
Senapati Bapat Road, Shivajinagar, Pune 411 016. INDIA.  
Email id.: [cs@mkcl.org](mailto:cs@mkcl.org); Web address: [www.mkcl.org](http://www.mkcl.org)

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**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 20<sup>th</sup> Annual General Meeting (AGM) of the Company at the Registered Office of the Company at **ICC Trade Tower, `A` Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016, INDIA, on Tuesday, the 21<sup>st</sup> day of September, 2021 at 11.00 a.m.**

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

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

Signature \_\_\_\_\_

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

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

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

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

**CIN:** U80302PN2001PLC135348

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

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

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

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

- 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 20<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 21<sup>st</sup> day of September, 2021 at 11:00 a.m. at the Registered Office of the Company at ICC Trade Tower, 'A' Wing, 5<sup>th</sup> Floor, Senapati Bapat Road, Shivajinagar, Pune 411016. INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional, see Note 2) (Please mention no. of shares)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	Director retiring by rotation		
4	Approval of terms of remuneration of Auditors		
<b>Special Business</b>			
5	Ratification of remuneration to Cost Auditors.		
6	Alteration of Article 58(a) of the Articles of Association of the Company regarding structure of the Board of Directors.		
7	Alteration of Article 58(d) of the Articles of Association of the Company regarding retirement of directors by rotation.		
8	Alteration of Article 58 of the Articles of Association of the Company by insertion of sub-clause (i) and (j) after sub-clause (h) regarding process of appointment/re-appointment of Professional Directors.		
9	Appointment of Dr. Anil Kakodkar in the category of 'Professionals'.		
10	Appointment of Dr. Deepak Phatak in the category of 'Professionals'.		
11	Appointment of Dr. Rajaram Deshmukh in the category of 'Professionals'.		
12	Appointment of Dr. Anant Sardeshmukh in the category of 'Professionals'.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
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 19, 2021 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.