



Haryana Knowledge Corporation Limited

CIN: U80904HR2013PLC050331

Regd. Office : 4th Floor, HSIIDC – IT Park, Plot No 1, Sector 22, Panchkula, Haryana – 134 109, India.

Tel.: 0172 -5210251, E-mail: cs@hkcl.in, Website: www.hkcl.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 8th Annual General Meeting of HARYANA KNOWLEDGE CORPORATION LIMITED will be held through Video Conferencing Mode on August 17, 2021 at 11.30 am in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 02/2021, 20/2020, 14/2020 and 17/2020 dated 13th January,2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following business: -

Ordinary Business

- 1. To consider and adopt the audited Financial Statement of the Company for the Financial year 31st March, 2021 along with the Report 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:**

Draft Resolution

“RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2021 with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

- 2. To consider re-appointment of Smt. Veena Kamath, who retires at the conclusion of this AGM and offers herself for re-appointment and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:**

Draft Resolution

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Smt. Veena Kamath (DIN - 06454315), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company whose period of office will be liable to retire by rotation.

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 and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

- 3. To consider re-appointment of Smt. Komal Chaubal, who retires at the conclusion of this AGM and offers herself for re-appointment and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:**

Draft Resolution

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Smt. Komal Chaubal (DIN- 06879196), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company whose period of office will be liable to retire by rotation.

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 and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

- 4. To consider re-appointment of Sh. Vijay Singh Dahiya, who retires at the conclusion of this AGM and offers himself for re-appointment and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:**

Draft Resolution

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Sh. Vijay Singh Dahiya (DIN- 07071704), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company whose period of office will be liable to retire by rotation.

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 and do all other acts incidental thereto as may be necessary to give effect to this resolution.”

- 5. To declare final dividend on Equity Shares 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:**

Draft Resolution

“RESOLVED that a final dividend @ Rs.1/- per equity share of Rs.10/- each, absorbing in aggregate Rs.20,00,000/- (Rupees Twenty Lakhs Only), be and is hereby declared out of the profits of the Company for the year ended 31st March, 2021 and that the same be paid to those shareholders whose names appear on the Register of Members of the Company and/or in the records of the Depositories as Beneficial Owners on the record date.

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.”

- 6. To fix audit fee payable to Statutory Auditor for FY 2021-22 and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:**

Draft Resolution

“RESOLVED THAT pursuant to the provisions of Section 142 and all other applicable provisions,

if any, of the Companies Act, 2013 and the Rules framed there under and as per the recommendation given by Board Members of HKCL, M/s P.K. Bhasin & Associates, Chartered Accountants, Chandigarh, having firm registration number allotted by ICAI as 08025N, appointed as Statutory Auditors of the Company in the 6th Annual General Meeting of the Company, to hold office till conclusion of the 12th Annual General Meeting of the Company shall be paid Audit Fee amounting to Rs. 40,000/- (Rupees Forty Thousand only) exclusive of taxes & inclusive of out of pocket expenses for the financial year 2021- 22.”

Special Business

7. To consider and approve re-appointment of Sh. Vikas Shivajirao Desai as Managing Director & CEO of the Company and revision in his remuneration w.e.f. April 01, 2021 and to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

Draft Resolution

“RESOLVED THAT pursuant to the provisions of article 35, 36 and 40 of Article of Association of the company and other applicable provisions of the Companies Act, 2013, Sh. Vikas Desai (DIN-08716227), be and is hereby re-appointed as non-rotational Managing Director of the company for a period of one year starting w.e.f. April 01, 2021 as per the terms and conditions detailed in agreement signed with him.

RESOLVED FURTHER THAT pursuant to approval of the Board of Directors of the Company and subject to the provisions of Sections 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 40 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for revision of remuneration payable (upon the terms and conditions as detailed in the explanatory statement attached hereto after approval from Board Members) to Sh. Vikas Desai, Managing Director & CEO of the Company with effect from April 01, 2021.

RESOLVED FURTHER THAT Company Secretary of the company be and is hereby authorized to do all such acts and deeds for giving effect to the above passed resolution and file the necessary returns with the Registrar of Companies.”

**By Order of the Board
For Haryana Knowledge Corporation Limited**

**Sd/-
(Company Secretary)**

**Date: 26.07.2021
Place: Panchkula**

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. This Notice of 8th AGM is being sent to the members whose names appear on the Register of Members of Company as on July 26, 2021. The Notice is being sent to members in electronic form to the email addresses registered with the Company. The notice will be available on the Company's website <http://hkcl.in/downloads.html>
3. Mandatory Dematerialization of securities:

The Ministry of Corporate Affairs, Government of India has issued notification dated September 10, 2018 and accordingly, with effect from October 02, 2018, as per Rule 9A(1) of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 ("the Rules"),

'every unlisted public company shall -

(a) issue the securities only in dematerialised form; and

(b) facilitate dematerialisation of all its existing securities

in accordance with provisions of the Depositories Act, 1996 and regulations made there under.'

Further, as per Rule 9A(3)(a) of the said Rules, *'Every holder of securities of an unlisted public company, who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer'.*

Accordingly, effective October 02, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of this amendment is, post October 02, 2018 equity shares of the Company which are held in physical form by some shareholders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of transmission & transposition matters

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

HKCL has secured International Security Identification Number (ISIN) from National Securities Depository Limited (NSDL). For more details refer to the Corporate website <http://hkcl.in/dematerialization-of-shares.html>

4. 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
Haryana Knowledge Corporation Limited (HKCL)
4th Floor, HSIIDC – IT Park, Plot No.1, Sector – 22, Panchkula,
Haryana – 134109, INDIA

Tel.: +91-0172-521054 ,Email: cs@hkcl.in

5. Registrar and Transfer Agents:

The Head office address of Registrar and Transfer Agents of the Company is as follows: Link Intime India Pvt. Ltd.
C-101, 247 Park,
LBS MARG, Vikhroli (WEST) – Mumbai - 400083, Maharashtra, INDIA

6. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 13th January, 2021, 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company. The Notice has also been hosted on the website of the Company.
7. The members who have not yet registered their e- mail ids with the Company may contact Ms. Sunita Arora, on cs@hkcl.in or 0172-5210254 for registering their e- mail ids on or before Date of AGM. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
8. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.
9. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through Show of Hands unless a demand for Poll is made by any member in accordance with section 109 of the Act, as total number of Shareholders is less than 50.
10. In view of the MCA Circulars, no proxy shall be appointed by the members. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of for participation and voting in the meeting held through VC or OAVM.
11. The meeting will be conducted through Microsoft Teams Application/Jitsi Meet Application, link/credentials for which will be shared one day prior to date of meeting to the member or representative nominated by member.
12. For any assistance required by members to join the meeting through VC, please contact Mr. Rohit Sharma at +91 9467002213.
13. The link of meeting will be activated 15 minutes before the scheduled time of meeting and will be kept active for 15 minutes after conclusion of the meeting.

ITEM NO. 7

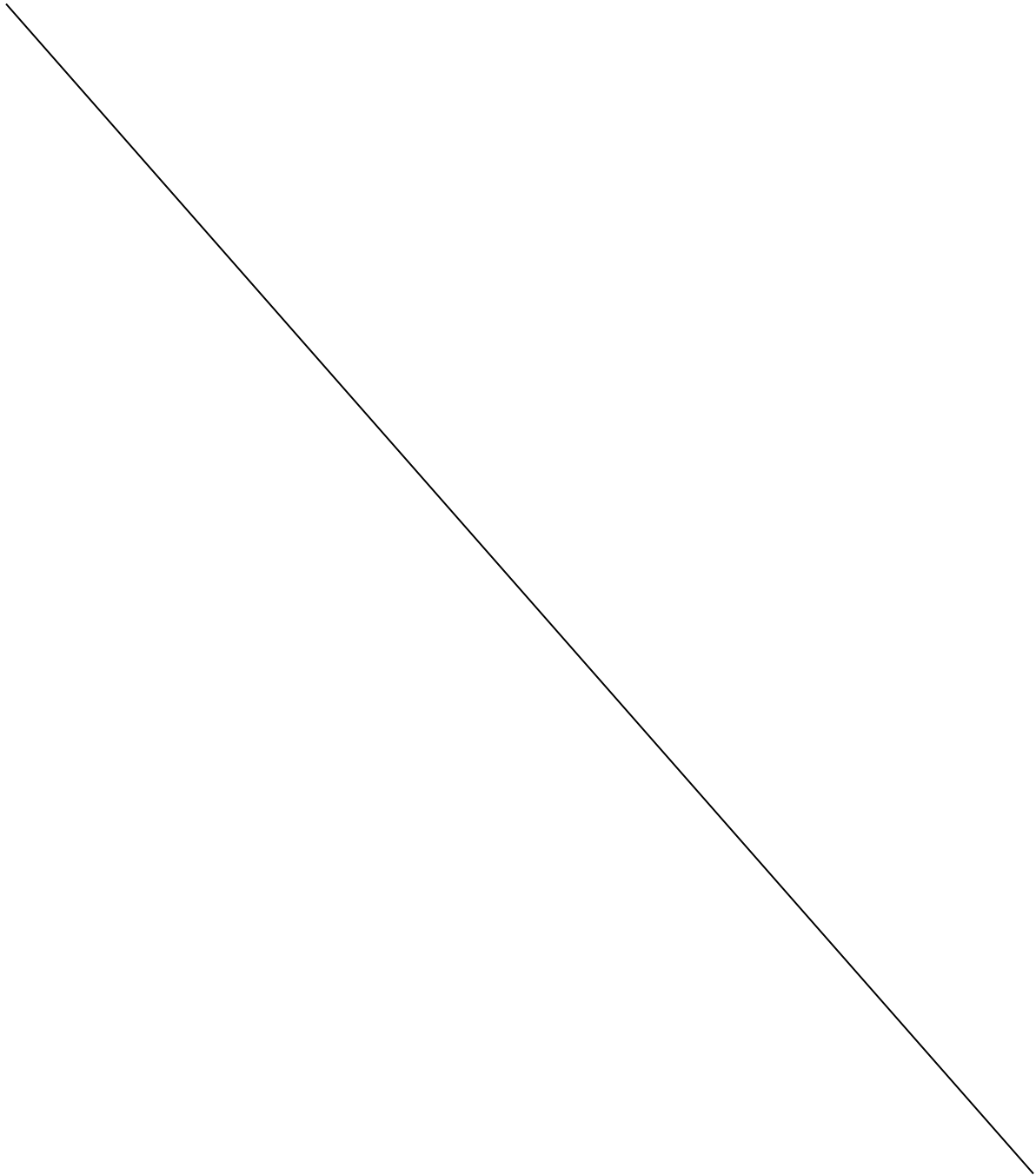
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Sh. Vikas Desai was inducted as Managing Director & CEO of the Company for a period of one year starting w.e.f. 1st April, 2020, after obtaining due approval from the Shareholders of the Company in their meeting held on December 30, 2020. The Board in its meeting held on December 07, 2020 approved re-appointment of Sh. Vikas Desai as Managing Director & CEO for another term of one year starting on and from April 01, 2021. The Board took this decision in order to maintain stability in the operations of the Company.

Sh. Vikas Desai is not disqualified from being appointed as Director/Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director of the Company.

Sh. Vikas Desai currently serving as Managing Director & CEO, HKCL is Masters in Arts (English) and has also done Post Graduate Advance Diploma In Computer Software Systems Analysis and Application. He has diversified expertise and experience of 23 years in Business Development, Software Development Projects and other similar domains wherein HKCL as a company is doing business in the state of Haryana. He was working with CDAC, Rayat Shikshan Sanstha Satara Maharashtra and MKCL Pune before joining HKCL as Managing Director & CEO. Before joining MKCL, he was working in the 360 degree coordination of computer education and IT implementation in the rural - urban area of Maharashtra for various school-colleges of Rayat Shikshan Sanstha.

Members approval is required for re-appointment and remuneration payable to Sh. Vikas Desai, Managing Director & CEO, HKCL for a period of one year starting w.e.f. April 01, 2021 in terms of applicable provisions of Companies Act, 2013.



Annexure I

The Company shall, in consideration of his services, pay and provide to Sh. Vikas Desai, Managing Director & CEO during the continuance of this Agreement, remuneration, perquisites, re-imbursements, facilities and entitlements as per terms specified below:

1. Monthly Compensation

| Sr. No. | Component | Details | Amount (Rs.) |
|------------|--|-------------------------------------|-----------------|
| 1.1 | Basic Pay | Basic Pay | 1,19,000 |
| 1.2 | House Rent Allowance | 20% of Basic Pay: (20% of 1.1) | 23,800 |
| 1.3 | Transport Allowance | Rs.7200 (Fixed) | 7,200 |
| 1.4 | Medical Allowance/ Reimbursement | One month Basic Pay / 12 : (1.1/12) | 9,917 |
| 1.5 | Provident Fund (Employer's Contribution) | 12% of (Basic Pay): 12% (1.1) | 14,280 |
| 1.6 | Gratuity | 4.81% of (Basic Pay): 4.81% (1.1) | 5,724 |
| 1.7 | Monthly Compensation | | 1,79,921 |

2. Annual Benefits

| Sr. No. | Component | Details | Amount (Rs.) |
|------------|--|--------------------------------|-----------------|
| 2.1 | Leave Travel Allowance/ Reimbursement | One Month's Basic Pay : 1.1 | 1,19,000 |
| 2.2 | Earned Leave Encashment (subject to balance) | One Month's Basic Pay : 1.1 | 1,19,000 |
| 2.3 | Annual Benefits | | 2,38,000 |

3. Total Annual Compensation

| Sr. No. | Component | Details | Amount (Rs.) |
|------------|--------------------------------------|------------------------------|------------------|
| 3.1 | Annual Cost to Company (ACTC) | (1.7*12 Months) + 2.3 | 23,97,047 |

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

| 5. REIMBURSEMENTS | | |
|--------------------------|--|--|
| 5.1 | Reimbursement of Fuel Expenses (To be paid Monthly) Or Rental Car Services | Upto 100 Liters of Petrol To be provided by the Company |
| 5.2 | Reimbursement of Telephone Bill of one Line, one Mobile Bill and one Internet Connection | At Actuals |

| 6. ENTITLEMENTS | Basis |
|------------------------|--|
| MD Allowance | Considering his role, responsibilities as Managing |

| 6. ENTITLEMENTS | Basis |
|---|--|
| | Director, a lump sum amount of Rs.60,000/- be paid per month as “MD’s Allowance” to Sh. Vikas Desai. |
| Performance Report & Performance Plan | Sh. Vikas Desai shall present the Performance Report (for the previous quarter) in the first Board Meeting held after the conclusion of each quarter. The Board, on review of the said performance shall give appropriate yearly rating. |
| Annual Organizational Performance Linked Award (OPLA) | As per Remuneration Policy of the Company as issued from time to time and applicable norms. Applicable OPLA for the period during which Sh. Vikas Desai is MD& CEO of the Company shall be paid by the Company to him even in case of his separation thereafter. |
| Children Education Allowance | Applicable incase children are undergoing school education i.e. are undergoing school/college education i.e. from age 6 to 12 th Standard. Reimbursement at the rate of Rs.5,000/- per child per month subject to maximum of two children shall be paid against the submission of original receipts on annual basis. |
| Travel in India and/or outside India for official tours. | By roadway, airway, waterway at actuals |
| Incidental expenses including local/out-station conveyance, Hotel accommodation, food bills,entertainment expenses, etc. on official tours. | Arranged by the Company or reimbursement at actuals |
| Daily Allowance for official tours in India and/or outside India as per the Company’s norms. | As per the Company’s norms |
| Driver Services | To be provided by the Company |
| Public Holidays | 10 days in each calendar year |
| Casual leave | Total 8 days in a calendar year taken at a short notice |
| Earned Leave | 30 days in a calendar year (permitted accumulation up to 300 days) |
| Non-lapsable Sick leave | 10 days in a calendar year |

| | |
|--------|--|
| Others | Any other policies/benefits that are introduced by the Company from time to time for employees, as would be applicable to the position of Managing Director & CEO. |
|--------|--|

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

None of the Directors and KMP except Sh. Vikas Desai is interested in the proposed resolution.

**By Order of the Board
For Haryana Knowledge Corporation Limited**

**Sd/-
(Company Secretary)**

**Date: 26.07.2021
Place: Panchkula**