



## Haryana Knowledge Corporation Limited

CIN: U80904HR2013PLC050331

Regd. Office: 4th Floor, HSIIDC - IT Park, Plot No 1, Sector 22, Panchkula, Haryana.

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

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of **HARYANA KNOWLEDGE CORPORATION LIMITED** will be held on July 25, 2025, at 11.30 A.M. at the registered office of the Company located in Panchkula, in accordance with the applicable provisions of the Companies Act, 2013, to transact the following business: -

#### ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Financial Statement of the Company for the Financial year ended March 31, 2025, along with the report of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** the Audited Financial Statement of the Company for the year ended March 31, 2025, with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

2. To declare a final dividend on Equity Shares for the financial year 2024-25.

To consider, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** a final dividend @ Rs.0.50/- per equity share of Rs.10/- each, absorbing in aggregate Rs.10,00,000/- (Rupees Ten Lakhs 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 on the Register of Members of the Company and/or in the records of the Depositories as Beneficial Owners on the record date i.e. July 21, 2025 at 05:00 P.M.

**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.”

3. To consider the re-appointment of Smt. Komal Abhijeet Chaubal (DIN: 06879196), who retires at the conclusion of this AGM and offers herself re-appointment.

To consider, if thought fit, to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Smt. Komal Abhijeet 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 the re-appointment of Sh. Anupam Arun Narkhede (DIN :09549956), who retires at the conclusion of this AGM, and offers himself for reappointment.

To consider and, if thought fit, to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Sh. Anupam Arun Narkhede (DIN: 09549956), 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 consider the re-appointment of Sh. Prabhjot Singh, IAS (DIN: 09516740), who retires at the conclusion of this AGM, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Sh. Prabhjot Singh, IAS (DIN: 09516740), 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.”

6. To consider the re-appointment of Sh. Jagadeesan Ganesan, IAS (DIN: 07929566), who retires at the conclusion of this AGM and offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Sh. Jagadeesan Ganesan (DIN: 07929566), 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.”

7. To Appoint M/s Ajay Pathak & Associates, Chartered Accountants, as the Statutory Auditor of the Company for the next five financial years and to fix the remuneration payable to the Statutory Auditor.

To consider and, if thought fit, to pass with or without modification the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provision of Section 139, 140 and 141 or any other applicable provision(s), if any of the Companies Act, 2013 read with Rules made thereunder ((including any statutory modification (s), re-enactment (s) thereof for the time being in force) M/s Ajay Pathak & Associates , Chartered Accountants, Chandigarh, (firm registration number 011936N), be and is hereby appointed, by the members of the Company, to act as the Statutory Auditor of the Company for the next five financial years from the conclusion of the ensuing AGM held in the Financial Year 2025-26 till the conclusion of 17th Annual General Meeting which will be held in the Financial Year 2030-31 and remuneration for FY 2025-26 shall be paid as an audit fee for an amount of 50,000/- (Rupees fifty thousand only) exclusive of taxes & inclusive of out-of-pocket expenses.

**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.”

#### **SPECIAL BUSINESS**

**8. To Re-Appoint Sh. Abhijeet Kulkarni (DIN: 07494537) as Managing Director and CEO of the Company.**

To consider, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** subject to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and relevant rules made thereunder, including any statutory modifications or re-enactment(s) thereof of the time being in force, read with Articles 35 (3) and 36 of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sh. Abhijeet Kulkarni (DIN: 07494537) as the Managing Director & CEO of the Company for a period of 3 (three) years commencing on and from April 25, 2025, to April 24, 2028 till the close of office hours, upon such terms and conditions as set out in the Agreement dated March 25, 2025 executed by and between the Company and Sh. Abhijeet Kulkarni, including those relating to remuneration, as specified in the Explanatory Statements pursuant to the provisions of sec 102 (1) of the Companies Act, 2013 annexed to this Notice.

**RESOLVED FURTHER THAT** in case Sh. Abhijeet Kulkarni ceases to be Managing Director of the Company or vacates office of Managing Director before his term expires in the normal course, then he shall ipso facto cease to be a Director of the Company and similarly, in case he ceases to be a Director of the Company for any reasons whatsoever, then he shall ipso facto cease to be Managing Director of the Company as well.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized jointly and/or severally to take all steps and to 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.”

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

**(Company Secretary)**

**Date: 03.07.2025  
Place: Panchkula**

*Notes:*

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (2) Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a certified true copy of the Board Resolution to the Company, authorizing their representative(s) to attend and vote on their behalf at the AGM. In the case of Universities, Educational Institutes, and other organizations a Letter of Authority from a duly authorized officer be submitted to the Company.
- (3) The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, or any other relevant documents, if any, will be open for inspection at the registered office of the Company on all working days up to the date of AGM and will also be available for inspection at the AGM.
- (4) Only bonafide members of the Company whose names appear on the Register of Members (in case of physical shareholding)/ List of Beneficial Owners (in case of electronic shareholding) as on July 21, 2025 at 05.00 P.M. will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- (5) Pursuant to the Finance Act, 2020, dividend income has been made taxable in the hands of the Members/Shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the shareholder at the prescribed rates, for various categories. 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: 10% 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 2024-25 does not exceed Rs.5,000/- and also in cases where members provide Form 15G/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 July 21, 2025. Members holding shares in physical mode should email a self-attested copy of their PAN card to [accountant@hkcl.in](mailto:accountant@hkcl.in) with the subject Line "Submission of Documents for Dividend", in case previous PAN details have not been submitted.

**For non-resident shareholders:** Not applicable, as none of the shareholders of HKCL are non-residents.

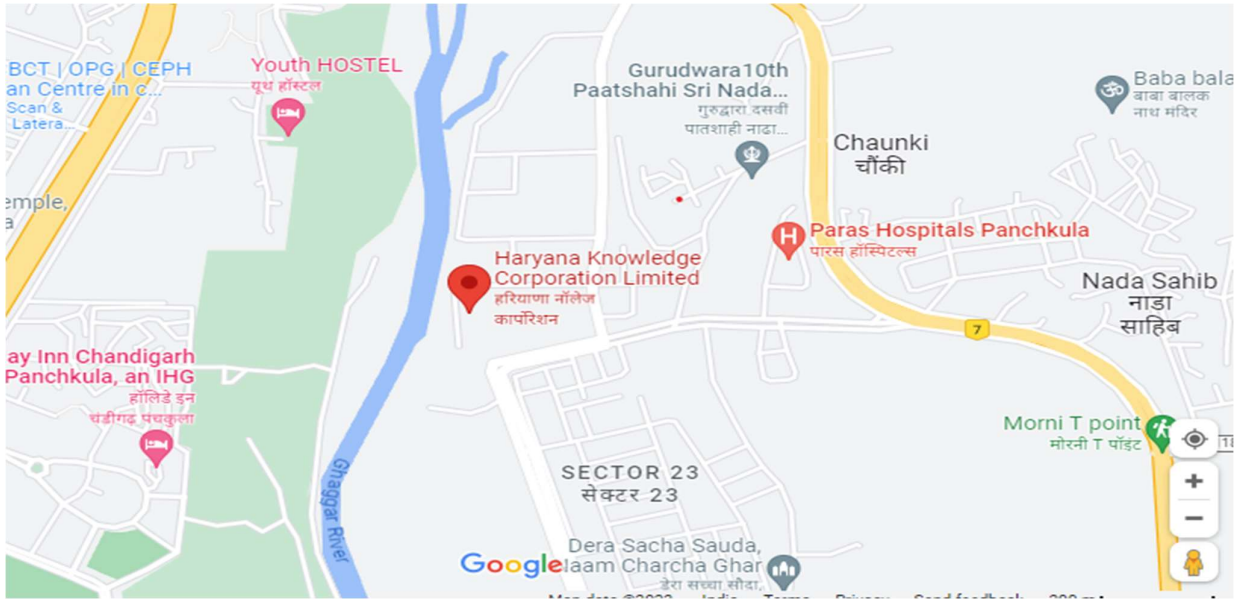
- (6) The details of directors seeking appointment/re-appointment in terms of the Companies Act, 2013 (including Secretarial Standards-2 on General Meeting) are annexed hereto and form part of this Notice.

**(7) 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 themselves of 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 an International Security Identification Number (ISIN) from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) i.e., INE0BBD01010. For more details, refer to the Company's website: <https://hkcl.in/shares>.

(8) A blank attendance slip is attached herewith. Members/proxies should bring a duly filled-in and signed attendance slip to attend the meeting.

(9) The route map of the venue is enclosed below:



## Explanatory Statement

Sh. Abhijeet Kulkarni was appointed as the Managing Director & CEO of the Company for a period 3 years with effect from April 25, 2022 after obtaining due approval of the members of the Company in their 9<sup>th</sup> Annual General Meeting held on July 28, 2022. Accordingly, the term of Sh. Abhijeet Kulkarni concluded on April 24, 2025.

The Board, in its meeting held on February 11, 2025 has approved the re-appointment of Sh. Abhijeet Kulkarni as the Managing Director of the Company for a further period of three years from April 25, 2025 to April 24, 2028 after his current tenure ends on April 24, 2025, upon such terms and conditions as set out in the Agreement dated March 25, 2025 executed by and between the Company and Sh. Abhijeet Kulkarni.

Sh. Abhijeet Kulkarni is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his desire to be re-appointed and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part I of Schedule V thereof and hence, is eligible for re-appointment.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Sh. Abhijeet Kulkarni as Managing Director and CEO, in accordance with the applicable provisions of the said Act and the Rules made thereunder.

The remuneration package approved for him is reproduced as under and is within the overall limit prescribed by the Schedule V of the Companies Act, 2013

The Company shall, in consideration of his services, pay and provide Sh. Abhijeet Kulkarni, Managing Director & CEO, during the FY 2025-26 remuneration, perquisites, reimbursements, facilities and entitlements as per terms specified below and thereafter, the same be revised on completion of every year of service.

### 1. Monthly Compensation

Sr. No.	Component	Details	Amount (Rs.)
1.1	Basic Pay	Basic Pay	1,46,700
1.2	House Rent Allowance	20% of Basic Pay: (20% of 1.1)	29,340
1.3	Transport Allowance	Rs.7200 (Fixed)	7,200
1.4	Medical Allowance/ Reimbursement	One month Basic Pay / 12: (1.1/12)	12,225
1.5	Provident Fund (Employer's Contribution)	12% of (Basic Pay): 12% (1.1)	17,604
1.6	Gratuity	4.81% of (Basic Pay): 4.81% (1.1)	7,056
1.7	Monthly Compensation		2,20,125

### 2. Annual Benefits

Sr. No.	Component	Details	Amount (Rs.)
2.1	Leave Travel Allowance/ Reimbursement	One Month's Basic Pay: 1.1	1,46,700
2.2	Earned Leave Encashment (subject to balance)	One Month's Basic Pay: 1.1	1,46,700
2.3	Annual Benefits (2.1+2.2)		2,93,400

### 3. Total Annual Compensation

Sr. No.	Component	Details	Amount (Rs.)
3.1	Annual Cost to Company (ACTC)	(1.7*12 Months) + 2.3	29,34,900

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

<b>5. REIMBURSEMENTS</b>	
5.1	Reimbursement of Fuel Expenses <i>(To be paid Monthly)</i> 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
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6. ENTITLEMENTS	Basis
Annual Increment	Monthly Basic pay to be revised annually on completion of each year of service as per the HKCL Employees' Remuneration Policy (HERP) as applicable to the employees from time to time. Annual Cost to Company (ACTC) to be revised accordingly.
Performance Report & Performance Plan	Mr. Abhijeet Kulkarni shall present the Performance Report (for the previous year) and Performance Plan (of the current year) in the first Board Meeting held after the conclusion of each financial year.  Appraisal Rating of Mr. Abhijeet Kulkarni will be average performance rating of all employees of the Company as on March 31 each year. Any fraction contained in the above average, shall be rounded off to the nearest one. Pay level up-gradation will be awarded on attaining of 12 rating points and as decided by the Board.
Annual Organizational Performance Linked Award (OPLA)	The company may decide to pay OPLA based on careful scrutiny of its profitability of Previous Financial Year (PFY).  This award, therefore, may not be mandatorily given every year. If payable, it will be @1.5 times of the average performance rating of all employees of the Company and subject to applicable provisions of the Companies Act, 2013.  Applicable OPLA for the period during which Sh. Abhijeet Kulkarni is MD & CEO of the Company shall be paid by the Company to him even in case of his separation thereafter.
MD Allowance	Considering his role, responsibilities as Managing Director, a lump sum amount of Rs.70,000/- (Rupees Seventy Thousand Only) be paid per month as "MD's Allowance" to Sh. Abhijeet Kulkarni.
Annual Special Allowance (ASA)	As per Remuneration Policy of the Company as issued from time to time and applicable norms.  Applicable ASA for the period during which Sh. Abhijeet Kulkarni 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 in case children are undergoing school education i.e. are undergoing school/college education i.e. from age 6 to 12 <sup>th</sup> 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.

This explanatory statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013, setting out the terms and conditions of appointment of Sh. Abhijeet Kulkarni as the Managing Director of the Company.

Except Sh. Abhijeet Kulkarni and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in aforesaid resolution.

**Form No. MGT-11**

**PROXY FORM**

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

**CIN: U80904HR2013PLC050331**

**Name: Haryana Knowledge Corporation Limited.**

**Registered Office: HSIIDC IT Park, Plot No.1, 4th Floor, Sector 22, Panchkula, Haryana - 134109.**

**Contact No. 0172-5210251**

Name of the member:
Resident of:
Number of Shares Held:

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 12<sup>th</sup> Annual General Meeting of the Company, to be held on the July 25, 2025 at 11.30 am at Registered Office situated at 4<sup>th</sup> Floor, HSIIDC, IT Park, Plot No 1, Sector 22, Panchkula, Haryana -134109, India of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	BUSINESS ITEM
1.	To receive, consider, and adopt the Audited Financial Statement of the Company for the Financial year ended March 31, 2025, along with the report of the Board of Directors and Auditors thereon.
2.	To declare a final dividend on Equity Shares for the financial year 2024-25.
3.	To consider the re-appointment of Smt. Komal Abhijeet Chaubal (DIN: 06879196), who retires at the conclusion of this AGM, offers herself for reappointment.
4.	To consider the re-appointment of Sh. Anupam Arun Narkhede (DIN : 09549956), who retires at the conclusion of this AGM, offers himself for reappointment.
5.	To consider the re-appointment of Sh. Prabhjot Singh (DIN: 09516740), who retires at the conclusion of this AGM, offers himself for re-appointment.
6.	To consider the re-appointment of Sh. Jagadeesan Ganesan (DIN - 07929566), who retires at the conclusion of this AGM and offers himself for re-appointment.

7.	To Appoint M/s Ajay Pathak & Associates, Chartered Accountants, as the Statutory Auditor of the Company for the next five financial years and to fix the remuneration payable to the Statutory Auditor.
8.	To Re-Appoint Sh. Abhijeet Kulkarni (DIN: 07494537) as Managing Director and CEO of the Company.

Signed this\_\_\_\_ day of\_\_\_\_\_ 2025

Signature of shareholder\_\_\_\_\_

Signature of the Proxy Holder(s)

Affix Re  
1.00  
Revenue  
Stamp

Note:

1. This proxy form should be duly completed and signed, in order to be effective, it should be either deposited at the registered office of the Company or sent by email at [cs@hkcl.in](mailto:cs@hkcl.in) not less than forty-eight hours before the commencement of the meeting, in case the proxy form is sent by email, the original proxy form should be physically submitted at the meeting venue before attending the meeting.
2. A proxy does not need to be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person, and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so desires.
5. Please complete all details, including details of member(s), in the above box before submission.

## 12<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY