



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: cs@hkcl.in, Website: www.hkcl.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 9th Annual General Meeting of HARYANA KNOWLEDGECORPORATION LIMITED will be held on July 28, 2022 at 03.00 pm 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 consider and adopt the audited Financial Statement of the Company for the Financial year 31st March, 2022 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, 2022 with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

2. To consider re-appointment of Sh. Mandip Singh Brar, 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. Mandip Singh Brar (DIN - 08328337), 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.”

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 Smt. Revati Namjoshi , 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. Revati Namjoshi (DIN- 01658979), 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.”

5. **To consider re-appointment of Sh. Rajiv Rattan, IAS, 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. Rajiv Rattan, IAS (DIN - 07672792), 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 declare final dividend on Equity Shares for the 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:**

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, 2022 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.”

- 7. To fix audit fee payable to Statutory Auditor for FY 2022-23 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. 45,000/- (Rupees Forty Five Thousand only) exclusive of taxes & inclusive of out of pocket expenses for the financial year 2022-23.”

Special Business

- 8. Regularization of Additional Director, Sh. Abhijeet Kulkarni (DIN: 07494537) as Director of the company to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:**

Draft Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Sh. Abhijeet Kulkarni (DIN: 07494537), who was appointed as an Additional Director by the Board on March 21, 2022 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as Executive Director of the Company and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that the Company Secretary be and is hereby authorized 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.”

- 9. To consider and approve appointment of Sh. Abhijeet Kulkarni (DIN: 07494537) as Managing Director & CEO of the Company for a tenure of three years starting w.e.f. April 25, 2022 and to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:**

Draft Resolution

RESOLVED THAT pursuant to the provisions of sec 196, 197, 203 Schedule V and any other

applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, (including any statutory modification or re-enactment thereof) , approval of the members be & is hereby accorded to the appointment of Sh. Abhijeet Kulkarni (DIN: 07494537) as the Managing Director (Whole Time Key Managerial Personnel) of the Company for a term of 3 (three) years commencing from 25/04/2022 till 24/04/2025 till the close of office hours, upon such terms and conditions as set out in the Agreement dated April 19, 2022 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 incase 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 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**



(Company Secretary)

Date: 06.07.2022

Place: Panchkula

Note:

- (1) *A member entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a member. A proxy to be valid should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Form of Proxy is enclosed.*
- (2) *A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of total share capital of the company carrying voting rights. A member holding more than 10% of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.*
- (3) *Members are requested to bring their attendance slip along with copy of the annual report to the meeting.*
- (4) *A blank form of attendance slip is attached herewith. The Members/proxies should bring duly filled in and signed attendance slip for attending the meeting.*

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

Item No. 8

Sh. Abhijeet Kulkarni was appointed as Additional Director on the Board of HKCL w.e.f. April 25, 2022 and he holds office upto the date of the ensuing AGM. Sh. Abhijeet Kulkarni has consented to be appointed as Director of the Company and declared qualified. He possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said consent and subject to approval of members in the ensuing AGM, has accorded its consent, to appoint Sh. Abhijeet Kulkarni as Director.

Item No. 9

Sh. Abhijeet Kulkarni was inducted as Managing Director & CEO of the Company for the period starting w.e.f. 25th April 2022 to 24th April 2025 and consent of the shareholders is required for confirmation of his appointment as Managing Director & CEO of the Company. Sh. Abhijeet Kulkarni holds a Bachelor's Degree in Engineering and has also done MBA in Marketing. He was working as Senior General Manager with MKCL before joining as MD & CEO, HKCL in the month of April, 2022. Sh. Abhijeet has also previously served as Managing Director & CEO of HKCL for a tenure of 2.5 years. Board Members considering his expertise and past experience/performance of working with HKCL, appointed him as Managing Director & CEO of HKCL for a tenure of three years.

Sh. Abhijeet Kulkarni 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.

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.

Annexure I

The Company shall, in consideration of his services, pay and provide to Sh. Abhijeet Vyankatesh Kulkarni, Managing Director & CEO during the FY 2022-23 remuneration, perquisites, reimbursements, facilities and entitlements as per terms specified below and thereafter, the same be revised w.e.f. April 01 of every year.

1. Monthly Compensation

Sr. No.	Component	Details	Amount (Rs.)
1.1	Basic Pay	Basic Pay	1,30,100
1.2	House Rent Allowance	20% of Basic Pay: (20% of 1.1)	26,020
1.3	Transport Allowance	Rs.7200 (Fixed)	7,200
1.4	Medical Allowance/ Reimbursement	One month Basic Pay / 12 : (1.1/12)	10,842
1.5	Provident Fund (Employer's Contribution)	12% of (Basic Pay): 12% (1.1)	15,612
1.6	Gratuity	4.81% of (Basic Pay): 4.81% (1.1)	6,258
1.7	Monthly Compensation		1,96,032

2. Annual Benefits

Sr. No.	Component	Details	Amount (Rs.)
2.1	Leave Travel Allowance/ Reimbursement	One Month's Basic Pay :1.1	1,30,100
2.2	Earned Leave Encashment (subject to balance)	One Month's Basic Pay :1.1	1,30,100
2.3	Annual Benefits (2.1+2.2)		2,60,200

3. Total Annual Compensation

Sr. No.	Component	Details	Amount (Rs.)
3.1	Annual Cost to Company (ACTC)	(1.7*12 Months) + 2.3	26,12,584

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 <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

6. ENTITLEMENTS	Basis
Performance Report & Performance Plan	Sh Abhijeet Vyankatesh Kulkarni shall present the Performance Report (for the previous year) in the first Board Meeting held after the conclusion of each year of tenure of his service as Managing Director & CEO, HKCL. The Board on review of the said performance shall give appropriate yearly rating.
MD Allowance	Considering his role, responsibilities as Managing Director, a lump sum amount of Rs. 60,000/- (Rupees Sixty Thousand Only) be paid per month as "MD's Allowance" to Sh. Abhijeet Vyankatesh Kulkarni.
Signing Bonus	Rs. 3,75,000/- (Rupees Three Lakh Seventy Five Thousand Only)(one-time payment on completion of six months of service with HKCL)
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 Vyankatesh Kulkarni is MD & CEO of the Company shall be paid by the Company to him even in case of his separation thereafter.
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. Abhijeet Vyankatesh 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 th Standard. Reimbursement at the rate of Rs.2,250/- 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

Furniture and Furnishings	Upto Rs. 1,35,000/- (Rupees One Lakh Thirty Five Thousand Only) (One time allowance - would be paid on actual basis for furniture and furnishing of residence of MD & CEO, subject to submission of bills)
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 in any financial year shall be within the limits prescribed from time to time under applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as maybe for the time being, be in force, or otherwise as may be permissible by law. Applicable shall be deducted at source.

The remuneration approved by Board is within the limits prescribed under Schedule V of the Companies Act, 2013. In terms of the provisions of the Companies Act, 2013, approval of the shareholders is required for remuneration proposed to be paid to Sh. Abhijeet Kulkarni. The Board propose to pass resolution set out at item no. 5 as Ordinary resolution with approval of the Shareholders of the Company.

None of the Directors of the Company is interested in the proposed resolution.

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



(Company Secretary)

Date: 06.07.2022

Place: Panchkula

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: 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:

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

1. Name :

Signature: _____

Or failing him

2. Name : _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual general meeting of the company, to be held on the ____Day of _____, 2022 At ____ am/pm at Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ____ day of _____ 2022

Signature of shareholder _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.

Haryana Knowledge Corporation Limited

ATTENDANCE SLIP

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

I _____ certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 9th Annual General Meeting of the Company at the _____

Ledger Folio No. _____

No. of Shares _____

Signature _____

----- TEAR HERE -----

