

**Minutes of the 7<sup>th</sup> Annual General Meeting of the Members of Haryana Knowledge Corporation Limited held on 30<sup>th</sup> December, 2020 at 10.30 am through Video Conference/ Other Audio Visual means.**

**Present through Video Conference / Other Audio Visual Means:**

**Members of the Board of Directors:**

Smt. Veena Kamath, Managing Director, MKCL  
Sh. Vikas Shivajirao Desai, Managing Director & CEO, HKCL.

**Invitees**

Sh. P.K.Bhasin, Statutory Auditor.

**In Attendance with**

Ms. Sunita Arora, Company Secretary.

**Members**

Seven (7) members through their authorized representative joined the meeting through Video Conferencing Mode.

Due to the COVID 19 pandemic, the 7<sup>th</sup> Annual General Meeting of the Company was convened and conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) pursuant to General Circular dated 5<sup>th</sup> May, 2020 read with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as 'Circulars') issued by Ministry of Corporate Affairs. 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 31<sup>st</sup> March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) were sent only to those members whose e- mail id was registered with the Company.

There were no proxies present at this Annual General Meeting as the same was convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

**Chairman of the Meeting**

Shri. Dhammapal N. Chawhan was elected as Chairman of the meeting by show of hands of members present for the meeting. After ascertaining that the requisite quorum for the meeting was present, the chairman called the meeting to order.

At the outset, Ms. Sunita Arora, Company Secretary, HKCL greeted and welcomed all the members at the 7<sup>th</sup> Annual General Meeting . She further called out the following instructions/information regarding participation at the said meeting.

- i) The facility for joining the meeting was kept open at least 15 minutes before the time scheduled to start the meeting and was not closed till the expiry of 15 minutes after such scheduled time.
- ii) The requisite documents and registers were available for inspection in accordance with the provisions of Companies Act and MCA circulars.
- iii) The Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner.
- iv) The Company had opted for voting by show of hands for its Shareholders to exercise their right to vote on the Resolutions proposed to be passed at the AGM and Company Secretary further briefed the Members about the procedure of voting by show of hands at the Meeting.
- v) All Members who had joined the said meeting were by default placed on mute mode by the host to avoid any disturbance arising from background noise and ensure smooth and seamless conduct of the meeting.

Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 8<sup>th</sup> December, 2020, convening the 7<sup>th</sup> Annual General Meeting of the Company, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2020 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.

Following agenda and resolutions as mentioned in the Notice of the AGM were proposed to be approved by the members:

1. **To consider and adopt the audited Financial Statement of the Company for the Financial year 31<sup>st</sup> March, 2020 along with the Report of the Board of Directors' and Auditors' thereon.**

The Chairman placed before the members the audited Financial Statement of the Company for the Financial Year 31st March, 2020 along with the Report of the Board of Directors' and Auditors' thereon. The same be and are hereby approved and adopted.

The following resolution was proposed to be passed in the matter:

“RESOLVED that the Audited Financial Statement of the Company for the year ended 31st March, 2020 with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

On being put to vote by show of hands, the resolution was passed unanimously.

2. **To consider re-appointment of Smt. Veena Kamath, who retires at the conclusion of this AGM and offers herself for re-appointment.**

The chairman discussed the matter of re-appointment of Smt. Veena Kamath, who retires at the conclusion of this AGM and offers herself for re-appointment and requested the members to pass necessary resolution in this regard.

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Smt. Veena Kamath, 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.”

On being put to vote by show of hands, the resolution was passed unanimously.

3. **To consider re-appointment of Smt. Komal Chaubal, who retires at the conclusion of this AGM and offers herself for re-appointment.**

The chairman discussed the matter of re-appointment of Smt. Komal Chaubal, who retires at the conclusion of this AGM and offers herself for re-appointment and requested the members to pass necessary resolution in this regard.

“RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013, Smt. Komal Chaubal, 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.”

On being put to vote by show of hands, the resolution was passed unanimously.

4. **To fix audit fee payable to Statutory Auditor for FY 2020-21.**

The Chairman informed the members that audit fee payable to Statutory Auditor for FY 2020-21 is to be decided and briefed the recommendation given by Board Members of HKCL in the subject matter.

The following resolution was proposed to be passed in the matter:

“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, , the Statutory Auditors shall be paid Audit Fee amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) exclusive of taxes & inclusive of out of pocket expenses for the financial year 2020- 21.”

On being put to vote by show of hands, the resolution was passed unanimously.

5. **Appointment of Sh. Vikas Shivajirao Desai as Director of the Company.**

Chairman informed the members that Sh. Vikas Shivajirao Desai was appointed as Managing Director & CEO, HKCL w.e.f. April 01, 2020 by Board Members of HKCL and to give effect to said appointment, he was first appointed as Additional Director pursuant to provisions of Companies Act, 2013. To regularize the said appointment of additional director in confirmation from shareholders of the Company, it was proposed to pass the following resolution:

“RESOLVED that pursuant to the provisions of Section 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 and Article 35 of the Articles of Association (AOA) of the Company, Sh. Vikas Shivajirao Desai, an Indian citizen ,who was appointed as an Additional Director by the Board of Directors with effect from April 01, 2020 and whose term of office expires at the Annual General Meeting be and is hereby appointed as an Executive Director of the company with immediate effect, and his period of office is not liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER that the Chairman 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.”

**6. Appointment of Sh. Vikas Shivajirao Desai as Managing Director & CEO of the Company.**

The following resolution was proposed to be passed in the matter:

“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, be and is hereby appointed as non-rotational Managing Director of the company with a Monthly remuneration as decided by the Board of Directors of the Company, for a period starting from 1st April, 2020 to 31<sup>st</sup> March, 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.”

The Chairman further thanked the shareholders for attending the Meeting and for their continued support and to the Directors for joining the Meeting remotely. With the consent of Members, the Chairman sought permission for leaving the meeting along with the Board of Directors. He wished all shareholders for staying safe and healthy.

Thereafter there being no other business to be transacted, the meeting was concluded at 11.05 am with a vote of thanks to the Chair.

-Sd/-  
CHAIRMAN