

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of the members of **Rajasthan Knowledge Corporation Limited** will be held at **DOIT Committee Room, 2nd Floor, IT Building, C-Scheme, Jaipur – 302005**, on **Wednesday, the 28th day of September, 2016 at 5.30 P.M.** to transact the following business:

ORDINARY BUSINESS:

- 1. Consideration and Adoption of Financial Statement of the company for the year ended 31.03.2016 together with the Reports 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 Statements of the company for the year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

- 2. Consideration and approval of Declaration of Final Dividend on Equity Shares for the Financial year 2015-16:**

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

“**RESOLVED THAT** a final dividend @ 35% i.e. Rs.3.50/-per Equity Share of Rs.10/- fully paid up, each absorbing in aggregate Rs.70 lacs (Seventy Lac Rupees Only), be and is hereby declared out of profits of the Company for the year ended on 31st March, 2016 and that the same be paid to those shareholders whose name appear on the Register of Members of the Company as on the date of 8th Annual General Meeting of the Company.”

- 3. Appointment of director in place of Prof. Ashok Sharma who retire by rotation and being eligible, offers himself for re-appointment:**

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

“**RESOLVED** THAT pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, **Prof. Ashok Sharma** (DIN 07297332) Director of the Company (Non-executive Director), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

4. Appointment of director in place of Prof. Ramesh Gupta who retire by rotation and expressed his unwillingness to be re-appointed:

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

“**RESOLVED** THAT pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, retirement by rotation of Prof. **Ramesh Gupta** (DIN 06887426) director of the Company (Non-executive Director), and his unwillingness to be re-appointed as Director of the Company be and is hereby noted and vacancy caused due to this retirement be not filled up at this Annual General Meeting.”

5. Appointment of director in place of Prof. M.C. Govil who retire by rotation and being eligible, offers himself for re-appointment:

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

“**RESOLVED** THAT pursuant to the provisions of Section 152 of the Companies Act (“the Act”), 2013, Prof. **M.C. Govil** (DIN 06896647) director of the Company (Non-executive Director), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

6. Ratification of Appointment of Statutory Auditors:

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

“**RESOLVED that** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S. Bhandari & Co., Chartered Accountants (Firm Registration No. 000560C), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

By the order of the Board of Directors

Place: Jaipur
Date: 5th July, 2016

Sd/-
Madhu Rathi
Company Secretary
Membership No.:F4354

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. For the purpose of payment of Dividend the record date shall be the date of AGM. Members are requested to update their bank accounts details, if there any changes, for the purpose of payment of dividend.
4. The Members / proxies should bring the attendance slip duly filled in and signed for attending the meeting.
5. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
6. Members who have not registered their email address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc., from the Company electronically.
7. Route Map showing directions to reach to the venue of the 8th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

By the order of the Board of Directors

Place: Jaipur
Date: 5th July, 2016

Sd/-
Madhu Rathi
Company Secretary
Membership No.:F4354

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: U80302RJ2008PLC026433

Name of the company: RAJASTHAN KNOWLEDGE CORPORATION LTD.

Registered office:7-A, Jhalana Institutional Area, Behind R.T.O., Jaipur - 302004

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

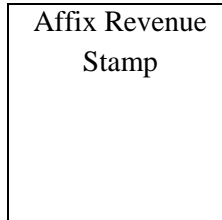
1. Name :
Address :
E-mail Id :
Signature :....., or failing him
2. Name :
Address :
E-mail Id :
Signature :....., or failing him
3. Name :
Address :
E-mail Id :
Signature :.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual general meeting of the company, to be held on the 28th day of September, 2016 at 5.30 p.m. at **DOIT Committee Room, 2nd Floor, IT Building, C-Scheme, Jaipur – 302005** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution
1	Consideration and Adoption of Financial Statement of the company for the year ended 31.03.2016 together with the Reports of the Board of Directors and Auditors thereon
2	Consideration and approval of Declaration of Final Dividend on Equity Shares for the financial year 2015-16.

3	Appointment of director in place of Prof. Ashok Sharma who retire by rotation and being eligible, offers himself for re-appointment
4	Appointment of director in place of Prof. Ramesh Gupta who retire by rotation and expressed his unwillingness to be re-appointed
5	Appointment of director in place of Prof. M.C. Govil who retire by rotation and being eligible, offers himself for re-appointment.
6	Ratification of Appointment of Statutory Auditors.

Signed this..... day of..... 2016



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

1	Name Of The Attending Member (In Block Letter)	
2.	Registered folio no.	
3.	Name of proxy (in block letters) (to be filled if the proxy attends instead of the member)	

No of Shares held

I hereby record my presence at the **8th ANNUAL GENERAL MEETING** of the company at **DOIT Committee Room, 2nd Floor, IT Building, C-Scheme, Jaipur – 302005** on **Wednesday, 28th day of September, 2016** at **5.30 P.M.**

Member's / Proxy's Signature

Note: - Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report.

Route Map to the Venue of the 8th Annual General Meeting

5.30 PM - 28th September, 2016

