

**Form No. MGT-9 (EXTRACT OF ANNUAL RETURN)**

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2018 of M/s. Odisha Knowledge Corporation Limited

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS :**

|  |  |
|--|--|
| CIN  | U72200OR2011PLC014185  |
| Registration Date  | 12/09/2011   |
| Name of the Company  | ODISHA KNOWLEDGE CORPORATION LIMITED   |
| Category / Sub-Category of the Company   | Unlisted Public Limited Company  |
| Address of the Registered Office and contact details                           | Plot No. 108/3607, Jaydev Vihar,<br>Behind Pal Heights, Bhubaneswar, Odisha – 751013 |
| Whether listed company   | No   |
| Name, Address and contact details of Registrar & Transfer Agents (RTA), if any | NA   |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

| SI No. | Name and Description of main products / services            | NIC Code of the Product / service | % to total turnover of the |
|--------|---|-----------------------------------|----------------------------|
| 1.     | Information technology (IT) consulting and support services | 998313                            | 100                        |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

| S.No. | Name and Address of the company  | CIN/GLN               | Holding / Subsidiary/ Associate | % of shares held | Applicable Section |
|-------|--|-----------------------|---------------------------------|------------------|--------------------|
| 1     | Maharashtra Knowledge Corporation Limited,<br>Regd. Off Address :<br>ICC Trade Tower,<br>'A' Wing, 5th Floor,<br>Senapati Bapat Road,<br>Shivajinagar, Pune 411 016,<br>Maharashtra, India | U80302PN2001PLC135348 | Associate                       | 50               | 2 (6)              |

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i)Category-wise Shareholding

| Category of Shareholders   | No. of Shares held at the beginning of the year |          |         |                   | No. of Shares held at the end of the year |          |         |                   | % Change during the year |
|--|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
|  | Demat Shares                                    | Physical | Total   | % of Total Shares | Demat Shares                              | Physical | Total   | % of Total Shares |                          |
| <b>A. Promoters</b>  |   |          |         |                   |   |          |         |                   |                          |
| <b>1) Indian</b>   |   |          |         |                   |   |          |         |                   |                          |
| a) Individual / HUF  |   |          |         |                   |   |          |         |                   |                          |
| b) Central Govt.   |   |          |         |                   |   |          |         |                   |                          |
| c) State Govt (s)  | -   | 600000   | 600000  | 50                | -   | 600000   | 600000  | 50                | -                        |
| d) Bodies Corp.  | -   | 600000   | 600000  | 50                | -   | 600000   | 600000  | 50                | -                        |
| e) Banks / FI  |   |          |         |                   |   |          |         |                   |                          |
| f) Any Other...  |   |          |         |                   |   |          |         |                   |                          |
| <b>Sub-total (A) (1) :-</b>  | -   | 1200000  | 1200000 | 100               | -   | 1200000  | 1200000 | 100               | -                        |
| <b>2) Foreign</b>  |   |          |         |                   |   |          |         |                   |                          |
| a) NRIs-Individuals  |   |          |         |                   |   |          |         |                   |                          |
| b) Other Individuals   |   |          |         |                   |   |          |         |                   |                          |
| c) Bodies Corp.  | -   |          |         |                   | -   |          |         |                   | -                        |
| d) Banks / FI  |   |          |         |                   |   |          |         |                   |                          |
| e) Any Other....   | -   | -        | -       | -                 | -   | -        | -       | -                 | -                        |
| <b>Sub-total (A) (2) :-</b>  | -   | -        | -       | -                 | -   | -        | -       | -                 | -                        |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>                        | -   | 1200000  | 1200000 | 100               | -   | 1200000  | 1200000 | 100               | -                        |
| <b>B. Public Shareholding</b>  |   |          |         |                   |   |          |         |                   |                          |
| <b>1) Institutions</b>   |   |          |         |                   |   |          |         |                   |                          |
| a) Mutual Funds  |   |          |         |                   |   |          |         |                   |                          |
| b) Banks / FI  |   |          |         |                   |   |          |         |                   |                          |
| c) Central Govt.   |   |          |         |                   |   |          |         |                   |                          |
| d) State Govt(s)   |   |          |         |                   |   |          |         |                   |                          |
| e) Venture Capital Funds   |   |          |         |                   |   |          |         |                   |                          |
| f) Insurance Companies   |   |          |         |                   |   |          |         |                   |                          |
| g) FIs   |   |          |         |                   |   |          |         |                   |                          |
| h) Foreign Venture Capital Funds   |   |          |         |                   |   |          |         |                   |                          |
| i) Others (specify)  |   |          |         |                   |   |          |         |                   |                          |
| <b>Sub-total (B)(1) :-</b>   |   |          |         |                   |   |          |         |                   |                          |
| <b>2) Non-Institutions</b>   |   |          |         |                   |   |          |         |                   |                          |
| a) Bodies Corp.  |   |          |         |                   |   |          |         |                   |                          |
| i) Indian  |   |          |         |                   |   |          |         |                   |                          |
| ii) Overseas   |   |          |         |                   |   |          |         |                   |                          |
| b) Individuals   |   |          |         |                   |   |          |         |                   |                          |
| i) Individuals shareholders holding nominal share capital upto Rs.1 lakh         |   |          |         |                   |   |          |         |                   |                          |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1lakh |   |          |         |                   |   |          |         |                   |                          |
| c) Others (specify)  |   |          |         |                   |   |          |         |                   |                          |
| Trusts   |   |          |         |                   |   |          |         |                   |                          |
| Custodians / Clearing member   |   |          |         |                   |   |          |         |                   |                          |
| NRIs   |   |          |         |                   |   |          |         |                   |                          |
| <b>Sub-total(B)(2) :-</b>  |   |          |         |                   |   |          |         |                   |                          |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                               |   |          |         |                   |   |          |         |                   |                          |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | -   | -        | -       | -                 | -   | -        | -       | -                 | -                        |
| <b>Grand Total (A+B+C)</b>   | -   | 1200000  | 1200000 | 100               | -   | 1200000  | 1200000 | 100               | -                        |

**(ii) Shareholding of Promoters**

| SI No. | Shareholder's Name               | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in share holding during the year |
|--------|----------------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
|        |                                  | No. of Shares                             | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares |   |
| 1      | Government of Odisha             | 600000                                    | 50                               | 0   | 600000                              | 50                               | 0   | 0   |
| 2      | Maharashtra Knowledge Corp. Ltd. | 600000                                    | 50                               | 0   | 600000                              | 50                               | 0   | 0   |
|        | <b>Total</b>                     | 1200000                                   | 100                              | 0   | 1200000                             | 100                              | 0   | 0   |

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

| SI. No. |   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|---|----------------------------------|---|----------------------------------|
|         |   | No of shares                              | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year  | No changes during the year                |                                  |   |                                  |
|         | Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.) | No changes during the year                |                                  |   |                                  |
|         | At the end of the year  | No changes during the year                |                                  |   |                                  |

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

| SI. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                      |
|---------|-------------------------------------|---|----------------------------------|-------------------------------------|----------------------|
|         |                                     | No of shares                              | % of total shares of the company | No. of shares                       | % of total shares of |
|         | NA                                  |   |                                  |                                     |                      |

| Sl. No | For Each of the Directors and KMP   | Shareholding at the beginning of the year           |                                  | Cumulative Shareholding during the year |                                  |
|--------|---|---|----------------------------------|---|----------------------------------|
|        |   | No of shares  | % of total shares of the company | No. of shares                           | % of total shares of the company |
|        | At the beginning of the year  | None of the Directors or KMP hold shares in company |                                  |   |                                  |
|        | Data wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat / equity etc.) | None of the Directors or KMP hold shares in company |                                  |   |                                  |
|        | At the end of the year  | None of the Directors or KMP hold shares in company |                                  |   |                                  |

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

|  | Secured Loans excluding Deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> | NIL                              | NIL             | NIL      | NIL                |
| i) Principal Amount  |                                  |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  |                 |          |                    |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| • Addition   |                                  |                 |          |                    |
| • Reduction  |                                  |                 |          |                    |
| <b>Net Change</b>  |                                  |                 |          |                    |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  |                                  |                 |          |                    |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    | NIL                              | NIL             | NIL      | NIL                |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

| Sl. No | Particulars of Remuneration in Rupees   | DIRECTORS                          |             |             |                  |
|--------|---|------------------------------------|-------------|-------------|------------------|
|        |   | Santosh Birari (Managing Director) | WTD         | Manager     | Total            |
| 1      | Gross Salary<br>a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961 | 21,45,284                          | -           | -           | 21,45,284        |
| 2      | Stock Option  | -                                  | -           | -           | -                |
| 3      | Sweat Equity  | -                                  | -           | -           | -                |
| 4      | Commission<br>- as % of profit<br>- others, specify....   | -<br>-<br>-                        | -<br>-<br>- | -<br>-<br>- | -<br>-<br>-      |
| 5      | Others, please specify  | -                                  | -           | -           | -                |
|        | <b>Total</b>  | <b>21,45,284</b>                   | <b>-</b>    | <b>-</b>    | <b>21,45,284</b> |

Ceiling as per the Act: As per the Schedule V of the Act, Rs. One Crore Twenty Lacs for company within 7 years of incorporation if approved by a Special resolution of shareholders.

### B. Remuneration to other directors :

| Sl. No | Particulars of Remuneration in Rupees  | Name of Directors |                  |                  |                  | Total Amount     |
|--------|--|-------------------|------------------|------------------|------------------|------------------|
| 1      | Independent Directors<br>• Free for attending board / committee meetings<br>• Commission<br>• Others, please specify         | -<br>-<br>-<br>-  | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- |
|        | <b>Total (1)</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         | <b>-</b>         |
| 2      | Other Non-Executive Directors<br>• Free for attending board / committee meetings<br>• Commission<br>• Others, please specify | -<br>-<br>-<br>-  | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- | -<br>-<br>-<br>- |
|        | <b>Total (2)</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         | <b>-</b>         |
|        | <b>Total (B) = (1+2)</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         | <b>-</b>         |
|        | <b>Total Managerial Remuneration</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         | <b>-</b>         |
|        | <b>Overall Ceiling as per the Act</b>  |                   |                  |                  |                  |                  |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

| Sl. No | Particulars of Remuneration in Rupees   | Key Managerial Personnel |                                   |          |                  |
|--------|---|--------------------------|-----------------------------------|----------|------------------|
|        |   | Manoranjan Puthal (CEO)  | Sasmita Panda (Company Secretary) | CFO      | Total            |
| 1      | Gross Salary<br>a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961 | 14,58,560                | 15,31,992                         | -        | 29,90,552        |
| 2      | Stock Option  | -                        | -                                 | -        | -                |
| 3      | Sweat Equity  | -                        | -                                 | -        | -                |
| 4      | Commission<br>- as % of profit<br>- others, specify...  | -<br>-                   | -<br>-                            | -<br>-   | -<br>-           |
| 5      | Others, please specify  | -                        | -                                 | -        | -                |
|        | <b>Total</b>  | <b>14,58,560</b>         | <b>15,31,992</b>                  | <b>-</b> | <b>29,90,552</b> |

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD/NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                            |                                    |
| Penalty                             |                              |                   |  | None                       |                                    |
| Punishment                          |                              |                   |  |                            |                                    |
| Compounding                         |                              |                   |  |                            |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                            |                                    |
| Penalty                             |                              |                   |  | None                       |                                    |
| Punishment                          |                              |                   |  |                            |                                    |
| Compounding                         |                              |                   |  |                            |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                            |                                    |
| Penalty                             |                              |                   |  | None                       |                                    |
| Punishment                          |                              |                   |  |                            |                                    |
| Compounding                         |                              |                   |  |                            |                                    |