



## ODISHA KNOWLEDGE CORPORATION LIMITED

Plot No. 108/3607, Jayadev Vihar, Behind Pal Heights, Bhubaneswar 751013, India ☎ 0674-2361584, 2361594

www.okcl.org

e-mail : info@okcl.org

CIN No-U72200OR2011PLC014185

### ANNEXURE III

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2019 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 | RTA : Alankit Assignments Limited<br><b>Regd Office Address :</b><br>Alankit Assignments Limited.<br>205-208, Anarkali Complex,<br>Jhandewalan Extension, New Delhi – 110055<br>Contact Person : Mr. Kushal Varma – 7290071237<br><b>Local Office Address :</b><br>Alankit Assignments Limited.<br>Plot No.7, 2 <sup>nd</sup> Floor,<br>Ashok Nagar<br>Bhubaneswar – 751009 |

#### 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 :-

| Sl 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)              |



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### 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. 1 lakh |   |          |         |                   |   |          |         |                   |                          |
| 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   |          |          |                 |
|--------|---|---|----------|----------|-----------------|
|        |   | Managing Director<br>(03.01.2019 –<br>31.03.2019) | 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 | 5,52,546  | -        | -        | 5,52,546        |
| 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>5,52,546</b>                                   | <b>-</b> | <b>-</b> | <b>5,52,546</b> |

Ceiling as per the Act: The remuneration is as per the provisions of Schedule V of the Act.

### 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>- |              |
|        | <b>Total (1)</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>- |              |
|        | <b>Total (2)</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         |              |
|        | <b>Total (B) = (1+2)</b>   | <b>-</b>          | <b>-</b>         | <b>-</b>         | <b>-</b>         |              |
|        | <b>Total Managerial Remuneration</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                                   |                        |  |                  |
|--------|---|--|------------------------|--|------------------|
|        |   | Chief Executive Officer (CEO)<br>(01.04.2018 – 02.01.2019) | Company Secretary (CS) | Chief Financial Officer (CFO)<br>(06.08.2018 – 31.03.2019) | 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 | 16,25,748  | 17,57,698              | 12,29,378  | 46,12,824        |
| 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>16,25,748</b>   | <b>17,57,698</b>       | <b>12,29,378</b>   | <b>46,12,824</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                         |                              |                   |  |                            |                                    |