



## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting (EGM) of the Members of Keerti Knowledge And Skills Limited will be held on Tuesday, February 14, 2023 at 11:00 A.M through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") to transact the following businesses:

### SPECIAL BUSINESS:

#### 1. CHANGE IN THE NAME OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the approval of the Central Government and/or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from "Keerti Knowledge And Skills Limited" to "G-TEC JAIN EDUCATION LIMITED".

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Keerti Knowledge And Skills Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "G-TEC JAIN EDUCATION LIMITED".

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may be deemed fit.

26/202, Upper Floor, Anand Nagar, Vakola Bridge, Nehru Road, Santacruz East Mumbai - 400055, Maharashtra, India

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CIN:L72200MH1999PLC119661 GSTIN No - 27AABCK2485M2Z4

**2. RE-DESIGNATION OF MR. SUDHAKAR PANDURANG SONAWANE (DIN: 01689700) AS JOINT MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification, the following resolution as **ORDINARY** Resolution:

**“RESOLVED THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (here in after referred to as ‘the Act’), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act and the Articles of Association of the Company, approval of members be and is hereby accorded to re-designate the position of Mr. Sudhakar Pandurang Sonawane (DIN:01689700) as Joint Managing Director of the Company, with effect from 14<sup>th</sup> February, 2023, liable to retire by rotation. on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sudhakar Pandurang Sonawane.

- i. Remuneration: Up to maximum of Rs. Sixty lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time.
- ii. The Managing Director shall be entitled to use the company’s car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**“FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Sudhakar Pandurang Sonawane, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

**3. APPOINTMENT OF MR. MEHROOF MANALODY (DIN:02713624) AS MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification, the following resolution as **ORDINARY** Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), or re-enactment thereof for the time being in force), and upon recommendation by

Nomination and Remuneration Committee, approval of the Members be and is hereby accords its approval to the appointment of Mehroof Manalody (DIN: 02713624) as the Managing Director of the Company for a period of 5 years w.e.f. 14<sup>th</sup> February, 2023 (From 14<sup>th</sup> February, 2023 to 13<sup>th</sup> February, 2028), liable to retire by rotation. on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Mehroof Manalody.

- i. Remuneration: Up to maximum of Rs. Sixty lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time.
- ii. The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**"FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mehroof Manalody, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**4. APPOINTMENT OF MR. VINOD PADMANABHAN VIDYADHARAN (DIN: 06828861) AS AN EXECUTIVE DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee, approval of the Members be and is hereby accords for appointment of Mr. Vinod Padmanabhan Vidyadharan (DIN: 06828861) as the Executive Director and Chief Operating Officer of the Company w.e.f. 12<sup>th</sup> December, 2022, liable to retire by rotation, on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Vinod Padmanabhan Vidyadharan.

- i. Remuneration: Up to maximum of Rs. Twenty lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time.
- ii. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**“FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Vinod Padmanabhan Vidyadharan, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **APPOINTMENT OF MR. ROYCHAND CHENRAJ (DIN: 01356394) AS A NON- EXECUTIVE CHAIRMAN OF THE COMPANY.**

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 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) and as per Articles of association of the company, Mr. Roychand Chenraj (DIN: 01356394) who was appointed as an additional director of the company with effect from December 12, 2022 and who holds office up to the date of the ensuing General Meeting, be and is hereby appointed as a Director in the category of “Non-executive Chairman” of the Company w.e.f. 12<sup>th</sup>December, 2022, liable to retire by rotation and he shall remain as a Chairman unless otherwise decided by the Board.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Mumbai.”:

6. **APPOINTMENT OF MRS. SONIA RAKESH BHATIA (DIN: 07306337) AS INDEPENDENT DIRECTOR**

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, **Mrs. Sonia Rakesh Bhatia (DIN: 07306337)**, who was appointed as Additional Director in the capacity of Independent Director with effect from December 28, 2022, and who qualifies to be appointed as Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from December 28, 2022 to December 27, 2027.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

## **7. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

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 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or reenactment (s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded to increase the Authorised share capital of the company from Rs.11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore ten Lakh) equity shares of face value of Rs.10/- (Rupees Ten) each to Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore fifty Lakh) equity shares of Rs.10/- (Rupees Ten) each by creation of additional Equity shares of Rs.14,00,00,000 (Rupees Fourteen Crores) divided into 1,40,00,000 (One Crore forty Lakh) Equity Shares of the face value of Rs.10/- (Rupees ten) each, ranking pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.

## **8. TO CONSIDER APPROVAL OF ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of section 13, 14, 61 and 64 and other applicable provisions of the Companies Act, 2013, (including any statutory modification (s) or reenactment (s) thereof for the time being in force), and the Rules made thereunder, consent be and is hereby accorded, as per the approval of the Central Government vide Gazette Notification No. S.O. 1821(E) published in the Gazette of India Extraordinary dated 13.04.2022, to alter the existing Clause V of the Memorandum of Association of the Company as to share capital and substitute in its place the following Clause V :

“V. The authorized Share capital of the company is INR 25,00,00,000 (Rupees twenty five crore only) divided into 2,50,00,000(two crore fifty lakh) equity shares of INR 10.00(Rupees ten Only) each.”

**RESOLVED FURTHER THAT** any Directors of the Company, be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.”

Date:18<sup>th</sup> January, 2022

Place: Mumbai

For and on behalf of the Board of

KEERTI KNOWLEDGE AND SKILLS LIMITED

Sd/-

Sudhakar Pandurang Sonawane

Managing Director

DIN: 01689700

Registered Office:

26/202,Upper Floor, Anand Nagar,

Vakola Bridge, Nehru Road,

Santacruz East, Mumbai 400055

<https://www.keerti.org/>

## NOTES:

1. In view of the continuing COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 28, 2022 permitted the holding of the Extraordinary General Meeting (“EGM”) through Video Conferencing/ Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA Circulars, this EGM of the Company is being conducted through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. The related Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this EGM are also annexed.
4. **Book Closure:**  
The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, February 7th, 2023 to Tuesday, February 14th, 2023 (both days inclusive).
5. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrar and Transfer Agents - M/s. Link Intime India Private Limited for assistance in this regard.
6. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Link Intime India Private Limited, in case the shares are held in physical form.
8. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members holding shares in physical form are requested to advise any change of address immediately to the Company’s Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company’s Registrar and Share Transfer Agent.
10. Updation of Members’ Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Extra- ordinary General Meeting. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

11. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Ms. Priyanka Pandey (CS) at [cs@keerti.org](mailto:cs@keerti.org).
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM along with the Explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at [www.keerti.org](http://www.keerti.org), on the website of the Stock Exchanges National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of Depository.
14. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Shareholders present at the EGM through Insta Meet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 11.00 AM (IST) till the expiry of 15 minutes after the EGM is over. Shareholders who have voted through remote e-voting prior to the EGM will be eligible to attend/participate in the EGM through Insta Meet. However, they will not be eligible to vote again during the meeting.
16. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

## Instructions for Voting through electronics means:

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013, and read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Link Intime India Private Limited through instavote.

The Members may cast their votes through instavote ("**Remote E-voting**").

### **Remote e-voting Instructions for Shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDe AS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website "http://www.cdslindia.com" and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service



provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**GENERAL INSTRUCTIONS:**

1. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut off date i.e. 7<sup>th</sup> February, 2023.
2. The facility for e-voting shall also be available during the EGM. Members who have already cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote at the EGM. Only those Members who attend the EGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the EGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the EGM and holds shares as on the cut off Notice of the EGM and holds shares as on the cutoff date for voting i.e. 7<sup>th</sup> February , 2023, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. Mr. Deep Shukla, Practising Company Secretary (FCS No. 5652 CP. No. 5364) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the EGM is conducted in a fair and transparent manner.

5. The Scrutinizer shall after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour / against if any, to the Chairperson or a person authorized in writing, who shall countersign the same and **declare the result of the voting forthwith.**
6. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.keerti.org](http://www.keerti.org) and on the website of Linkintime at <https://instavote.linkintime.co.in> and shall also be communicated to NSE Limited.

#### **Process and manner for attending the Extra-Ordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Extra-Ordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance i.e. on or before Saturday, February 11, 2023 with the company on the [cs@keerti.org](mailto:cs@keerti.org) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Extra- Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra- Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra- Ordinary General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

❖ **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013;**

**Item No.1: Change in the name of the Company.**

The members of the Company may kindly be informed that, the Board of Directors of the Company at their meeting held on December 12, 2022 has decided to change the name of the Company from Keerti Knowledge And Skills Limited to **G-TEC JAIN EDUCATION LIMITED**.

The Board is of the opinion that the new name of the Company i.e. G-TEC JAIN EDUCATION LIMITED reflects the major source of revenue of the Company i.e through Platform.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No.1 of this Notice for your approval.

**ItemNo.2: Re-designation of Mr. Sudhakar Pandurang Sonawane (DIN:01689700) as Joint Managing Director of the Company.**

Considering Mr. Sudhakar Pandurang Sonawane's persistent endeavour in strengthening the operations, his insights in developing and implementing business strategies, managing the Company's overall operations and resources, and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 28th December, 2022 to redesignate the his position from Managing Director to Joint Managing Director as per existing terms and conditions

Except Mr. Sudhakar Pandurang Sonawane and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Resolution set out at Item No.2 of the Notice for approval by the members.

**ItemNo.3: Appointment of Mr. Mehroof Manalody (DIN: 02713624)as Managing Director of the Company.**

The Board of Directors of the Company had appointed Mr. Mehroof Manalody as an Additional Director with effect from December 12, 2022 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

On the recommendation of the Nomination and Remuneration Committee, your Board has proposed to appoint Mr. Mehroof Manalody as the Managing director of the Company for the period of 5 years effective from February 14, 2023 (i.e. From 14.02.2023 to 13.02.2027) on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

- i. Remuneration: not exceeding Rs. Sixty Lakh/- per annual or such higher amount as may be decided by the Board of Directors of the Company from time to time.
- ii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iii. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- iv. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

A brief resume Mr. Mehroof Manalody is provided in the annexure to the Notice. This resolution is being proposed in view of the relevant provisions of Schedule V to the Act for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mr. Mehroof Manalody is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Mehroof Manalody may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the members.

**Item No.4: Appointment of Mr. Vinod Padmanabhan Vidyadharan (DIN: 06828861) as an Executive Director and Chief Operating Officer of the Company.**

The Board of Directors of the Company had appointed Mr. Vinod Padmanabhan Vidyadharan (DIN: 06828861), as an Additional Director with effect from December 12, 2022 pursuant to provisions of

Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

On the recommendation of Nomination and Remuneration Committee, your Board has proposed to appoint Mr. Vinod Padmanabhan Vidyadharan (DIN: 06828861), as the Director designated as Chief Operating Officer and "Executive, Non-Independent Director of the Company for period of five years, w.e.f. 12th December, 2022 (From 12.12.2022 to 11.12.2027) on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

- i. Remuneration: Up to maximum of Rs. Twenty lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company from time to time.
- ii. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

A brief resume of Mr. Vinod Padmanabhan Vidyadharan is provided in the annexure to the Notice. This resolution is being proposed in view of the relevant provisions of Schedule V to the Act for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mr. Vinod Padmanabhan Vidyadharan is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Vinod Padmanabhan Vidyadharan may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No.5: Appointment of Mr. Roychand Chenraj (DIN: 01356394) as a Non- Executive Chairman of the Company**

The Board of Directors of the Company had appointed Mr. Roychand Chenraj (DIN: 01356394), as an Additional Director in the category of Non-Executive, Chairman of the Company with effect from December 12, 2022, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

On the recommendation of Nomination and Remuneration Committee, your Board has proposed to re-appoint him as a Non-Executive, Chairman of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Roychand Chenraj himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**Item No.6: Appointment of Mrs. Sonia Rakesh Bhatia(DIN: 07306337) as Independent Director**

Mrs. Sonia Rakesh Bhatia((DIN: 07306337), was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies



(Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from December 28, 2022. She holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, the association of Mrs. Sonia Rakesh Bhatia would be beneficial to the Company.

Accordingly, it is proposed to appoint Mrs. Sonia Rakesh Bhatia as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mrs. Sonia Rakesh Bhatia is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as an Independent Director.

The Company has also received declaration from Mrs. Sonia Rakesh Bhatia that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mrs. Sonia Rakesh Bhatia fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Additional information of Mrs. Sonia Rakesh Bhatia whose appointment as Independent Directors is proposed at Item No. 5, is provided in the "Annexure I" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mrs. Sonia Rakesh Bhatia and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **Item No. 7& 8: Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company**

The present Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven crore) comprising of 1,10,00,000 (One crore ten lakhs) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 18th January, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs.11,00,00,000 (Rupees Eleven crore) to Rs. 25,00,00,000 (Rupees Twenty Five Crore) by creation of 1,40,00,000 (One Crore forty lakh) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs.11,00,00,000 (Rupees Eleven crore) to Rs. 25,00,00,000 (Rupees Twenty Five Crore) by creation of 1,40,00,000 (One Crore forty lakh) additional equity share of Rs.10/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association and article of association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Date: 18<sup>th</sup> January, 2022

Place: Mumbai

For and on behalf of the Board of

KEERTI KNOWLEDGE AND SKILLS LIMITED

Sd/-

Sudhakar Pandurang Sonawane

Managing Director

DIN: 01689700

Registered Office:

26/202, Upper Floor, Anand Nagar,  
Vakola Bridge, Nehru Road,  
Santacruz East, Mumbai 400055

<https://www.keerti.org/>

**Annexure-1**

## Additional Information

(Details of the Directors proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standards on General meetings).

Name of Director	Mr. Sudhakar Pandurang Sonawane	Mr. Mehroof Manalody	Mr. Vinod Padmanabhan Vidyadharan
DIN	01689700	02713624	06828861
Date of Birth	11/03/1973	03/05/1972	27/10/1975
Actual date of Appointment	29/04/1999	12/12/2022	12/12/2022
Expertise in Specific Functional Area	Leadership, Entrepreneurship & Business Administration	Leadership , Entrepreneurship, Business Administration & Business Expansion	Business Operations, Strategies, Training And Development, Research & Business Analytics
Qualification	BA, MBA	Graduate in Economics	MBA
Relationships between directors inter-se	Nil	Nil	Nil
Directorships held in other listed companies	---	---	---
Chairmanships / Memberships of the Committees of the Board of Directors of other listed companies	Nil	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Refer Item No.2 of the Statement pursuant to Section 102(1) of the Companies Act, 2013	Refer Item No.3 of the Statement pursuant to Section 102(1) of the Companies Act, 2013	Refer Item No.4 of the Statement pursuant to Section 102(1) of the Companies Act, 2013
Shareholding of Directors (As on January 18, 2023)	61,25,290	NIL	NIL

Name of Director	Mr. Roychand Chenraj	Mrs. Sonia Rakesh Bhatia
DIN	01356394	07306337
Date of Birth	07/07/1961	25/05/1981
Actual date of Appointment	12/12/2022	28/12/2022
Expertise in Specific Functional Area	Distinguished Educationist, Entrepreneur, Angel Investor, Philanthropist, Leadership, Entrepreneurship,& Advisory	People Management, Team Leadership, Strategic Planning, Strong Communication Skills, Relationship Management, Operations Excellence,
Qualification	Degree of Doctor of Literature (Honoris Causa) from Mangalore University.	Masters In Business Administration (MARKETING)
Relationships between directors inter-se	Nil	Nil
Directorships held in other listed companies	-----	-----
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies	-----	-----
Terms and conditions of Appointment/ Re-appointment	Refer Item No.5 of the Statement pursuant to Section 102(1) of the Companies Act, 2013	Refer Item No.6 of the Statement pursuant to Section 102(1) of the Companies Act, 2013
Shareholding of Directors As on January 18, 2023)	250	Nil.