

**Resonance**<sup>®</sup>  
Educating for better tomorrow

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2016-17 Extra-Ordinary General Meeting of Resonance Eduventures Limited will be held on Wednesday, 15<sup>th</sup> day of February, 2017 at 11:00 A.M. at the Corporate Office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota, Rajasthan-324005 to transact the following business:

#### Special Business

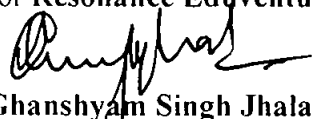
1. To adopt a new set of Articles of Association of the Company

To pass the following resolution with or without further modification, as *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, as applicable (including any amendment thereto or re-enactment thereof) approval of members of the Company be and is hereby given to adopt a new set of Articles of Association of the Company, in place of existing Articles of Association, after modifying the same in respect of the deletion of all existing rights and obligations given to Milestone Army Trust, Milestone Private Equity Fund and Castor Investment Holdings Pte. Ltd. pursuant to the Shareholders’ Agreement dated 23.09.2011, executed amongst the Company, Milestone Army Trust, Milestone Private Equity Fund, Castor Investment Holding Pte. Ltd. and Promoters of the Company (*more specifically defined therein*).”

“**RESOLVED FURTHER THAT** Mr. Ram Kishan Verma, Managing Director, Mr. Asheesh Sharma, CEO and Mr. Ghanshyam Singh Jhala, Company Secretary & AVP (Legal), be and are hereby severally authorised to file new set of Articles of Association of the Company as approved and adopted, along with the prescribed statutory e-forms with the Registrar of Companies and to do all acts, deeds and things as may be expedient to give effect to the above resolution.”

By the Order of the Board of Directors  
For Resonance Eduventures Limited

  
Ghanshyam Singh Jhala

Company Secretary & AVP (Legal)  
ACS No.:22633



Kota, 21<sup>st</sup> January, 2017

**Registered Office:**

J-2, Jawahar Nagar, Main Road,  
Kota – 324005, Rajasthan  
CIN: U80302RJ2007PLC024029  
Email: [gsjhala@resonance.ac.in](mailto:gsjhala@resonance.ac.in)  
Website: [www.resonance.ac.in](http://www.resonance.ac.in)  
Tel.No. +91-744- 3192222  
Fax No.: +91-022-39167222

**Resonance Eduventures Limited**

**Corporate Office:** CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Rajasthan) - 324005

**Registered Office:** J-2, Jawahar Nagar Main Road, Kota (Rajasthan) - 324005 | **Tel. No.:** 0744-3192222, 3012222, 6635555 | **Fax :** 022-39167222

**E-mail :** [contact@resonance.ac.in](mailto:contact@resonance.ac.in) | **Website :** [www.resonance.ac.in](http://www.resonance.ac.in) | **Toll Free:** 1800-258-5555 | **CIN:** U80302RJ2007PLC024029

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.
2. The instrument appointing Proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the commencement of the Meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. In case of corporate shareholders proposing to participate at the meeting through their representative(s), necessary authorization under section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
5. The proxies lodged will be made available for inspection during working hours of the Company, during the period beginning twenty-four hours before the time fixed for the commencement of the EGM and ending with the conclusion of the Meeting; for only those members who have deposited requisitions for such inspection at least 3 days before the commencement of the meeting.
6. Members / proxies should bring the attendance slip duly filled in for attending the Meeting.
7. The Register of Directors' Shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
8. The Register of Contracts, maintained under section 18 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
9. The draft Articles of Association of the Company, along with the notice will be open for inspection on all working days at the registered office of the company between 11 AM to 4 PM.
10. Explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 in respect of item no. 1 is annexed hereto.
11. The Landmark and route map to the venue of the EGM is attached and forms a part of this Notice.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 1:

With the transfer of Equity Shares by the Investors of the Company viz., Milestone Army Trust, Milestone Private Equity Fund and Castor Investment Holdings Pte. Ltd. to Accelerating Education & Development Private Limited, there is a need to alter the existing Articles of Association of the Company in order to dissolve the rights and obligations of the sellers / transferors, contained therein.


Hence, the Board of Directors at its meeting held on Tuesday, January 17, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Rajasthan, Ministry of Corporate Affairs and such other regulatory Authorities, as may be required.

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

By the Order of the Board of Directors,  
For Resonance Eduventures Limited

  
Ghanshyam Singh Jhala  
Company Secretary & AVP (Legal)  
ACS No.:22633



Kota, 21<sup>st</sup> January, 2017

### Registered Office:

J-2, Jawahar Nagar, Main Road,  
Kota – 324005, Rajasthan  
CIN: U80302RJ2007PLC024029  
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**RESONANCE EDUVENTURES LIMITED**

CIN: U80302RJ2007PLC024029

Reg. off: J-2, Jawahar Nagar, Main Road, Kota – 324005, Rajasthan

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**ATTENDANCE SLIP**

To be handed over at the entrance of the meeting hall

**NAME AND ADDRESS OF SHARE HOLDER**

.....  
.....  
.....

<b>FOLIONo.</b>	
<b>DP ID</b>	
<b>CLIENT ID</b>	

I hereby record my presence at the 01/2016-17 Extra-Ordinary General Meeting of the Company at the Corporate Office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota, Rajasthan-324005, on Wednesday, 15<sup>th</sup> day of February, 2017, at 11:00 A.M.

<b>NO. OF SHARES HELD</b>	
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<b>SIGNATURE OF THE MEMBER OR PROXY</b>

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80302RJ2007PLC024029

Name of the company: Resonance Eduventures Limited

Registered office: J-2, Jawahar Nagar, Main Road, Kota, 324005, Rajasthan

Name of the member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. \_\_\_\_\_, R/o \_\_\_\_\_,  
e-mail Id \_\_\_\_\_, signature \_\_\_\_\_, or failing him,
2. \_\_\_\_\_, R/o \_\_\_\_\_,  
e-mail Id \_\_\_\_\_, signature \_\_\_\_\_, or failing him,
3. \_\_\_\_\_, R/o \_\_\_\_\_,  
e-mail Id \_\_\_\_\_, signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2016-17 Extra-Ordinary General Meeting of the Company to be held on Wednesday, 15<sup>th</sup> day of February, 2017 at 11:00 A.M. CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota, Rajasthan, PIN-324005, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	*
1.	To adopt new set of Articles of Association of the Company	

Signed this \_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder \_\_\_\_\_

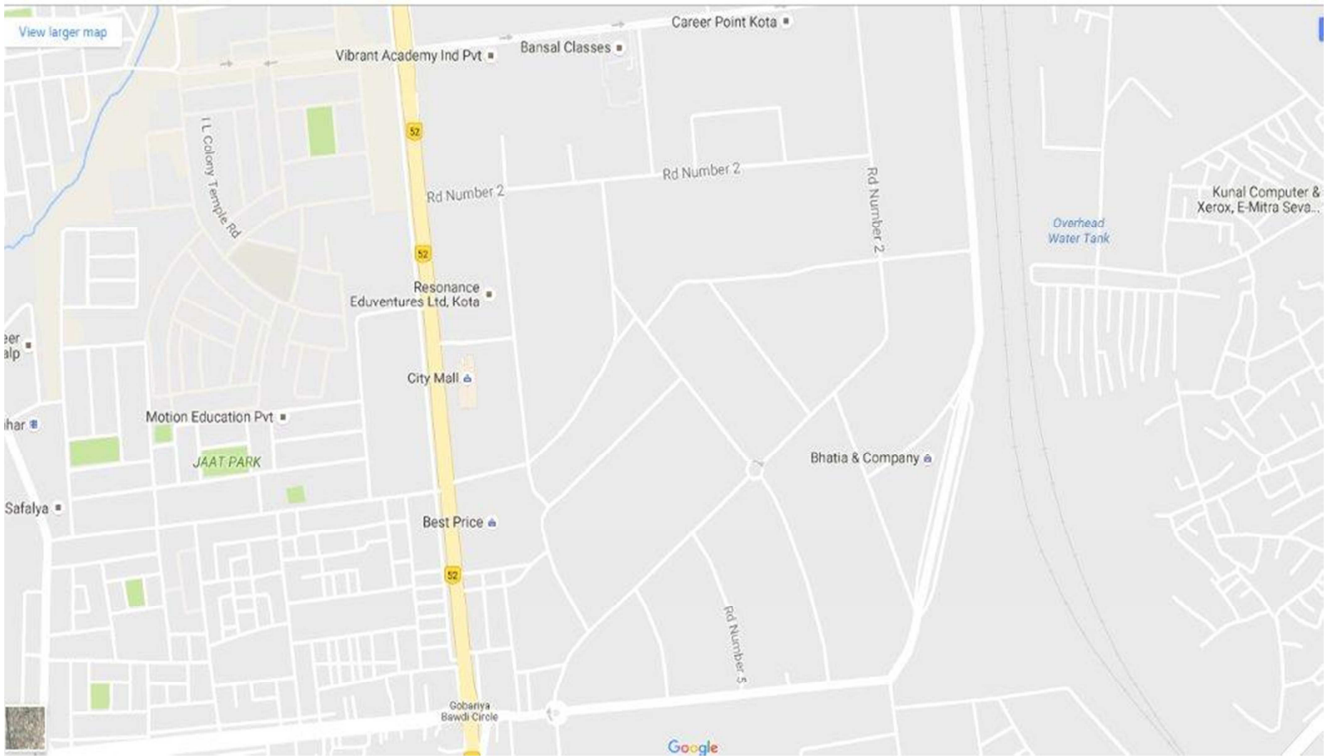
Signature of Proxy holder(s) \_\_\_\_\_

Affix a  
Revenue  
Stamp

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

\*Put '✓' against the resolution(s) for which authorization is given and 'X' in any other case.

## ROUTE MAP



LANDMARK: near City Mall, Kota.