

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2017-18 Extra-Ordinary General Meeting of Resonance Eduventures Limited (CIN: U80302RJ2007PLC024029) is scheduled to be held on Thursday, 14th December, 2017 at 11:00 A.M. at the registered office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota - 324005, Rajasthan to transact the following businesses:

SPECIAL BUSINESSES:

1. To ratify the remuneration of M/s K. G. Goyal & Associates, Cost Auditors of the Company for the Financial Year 2017-18

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

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s K. G. Goyal & Associates appointed as Cost Auditors of the Company by the Board of Directors to audit the cost records of the Company for the Financial year 2017-18, be paid a remuneration of Rs. 200,000 per annum plus applicable service tax and out-of-pocket expenses that may be incurred.

RESOLVED FURTHER THAT Mr. Asheesh Sharma, CEO, Mr. Ram Kishan Verma, Managing Director and Mr. Ghanshyam Singh Jhala, Company Secretary & AVP (Legal) of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be expedient to give effect to the above resolution.”

2. To appoint Mr. Rajesh Singhal as Independent Director of the Company

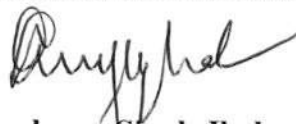
To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as Ordinary Resolution(s):

“**RESOLVED THAT** pursuant to section 149,150,151 and any other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory enactment or modification thereof, for the time being in force), Mr. Rajesh Singhal who was appointed as an Additional Director (Independent) at the Meeting of the Board of the Company held on 27.09.2017, be and is hereby appointed as a Director (Independent) for a term of 5 years beginning from 14.12.2017.



RESOLVED FURTHER THAT Mr. Asheesh Sharma, CEO, Mr. Ram Kishan Verma, Managing Director and Mr. Ghanshyam Singh Jhala, Company Secretary & AVP (Legal) of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be expedient to give effect to the above resolution.”

By order of the Board
For Resonance Eduventures Limited



Ghanshyam Singh Jhala
Company Secretary & AVP (Legal)
Contact: +91 9116013722
Email: gsjhala@resonance.ac.in

Kota, 16th November, 2017

Registered Office:

CG Tower, A-46 & 52, IPIA,
Near City Mall, Jhalawar Road,
Kota – 324005
CIN: U80302RJ2007PLC024029
Email: gsjhala@resonance.ac.in
Website: www.resonance.ac.in
Tel.No. +91-744- 3192222
Fax No.: +91-022-39167222

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. A brief profile of Mr. Rajesh Singhal will be available for inspection by the members during the meeting hours.
10. Explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013 in respect of item no. 1 and 2 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

The Board of Directors in their meeting held on 27th September, 2017 appointed M/s. K. G. Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2017-18 on recommendations of the Audit Committee of the Company at a remuneration of Rs. 200,000 per annum plus applicable service tax and reimbursement of out of-pocket expenses.

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification by the members of the Company for the remuneration fixed for the Cost Auditor of the Company appointed under Section 148(3) of the Companies Act, 2013.

However, necessary resolution seeking such ratification of remuneration fixed for the financial 2017-18 is placed before the members as item no. 1, for their approval and the same is recommend to be passed as an Ordinary Resolution.

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

ITEM NO. 2

Consequent to the resignation of Mr. Raj Kumar Agrawal from Independent Directorship in the Company, the Company was required to appoint an Independent Director on its Board in view of the required constitution of Board and Committees of the Company pursuant to the applicable provisions of Companies Act, 2013, the rules made thereunder and the Corporate Governance Code.

Accordingly, the Board of Directors of the Company appointed Mr. Rajesh Singhal as an Additional Director (Independent) at its meeting held on September 27, 2017 subject to his confirmation / appointment as Director (Independent) by the members of the Company in a general meeting for a term of 5 years.

The Company has received his consent to act as such in form DIR-2, declaration of non-disqualification in form DIR-8, disclosure of interest in form MBP-1 and letter of Independence.


A brief profile of Mr. Rajesh Singhal will be available for inspection during the meeting.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for the approval of the shareholders.

Except Mr. Rajesh Singhal, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the aforesaid Ordinary Resolution.

By order of the Board

For Resonance Eduventures Limited



Ghanshyam Singh Jhala

Company Secretary & AVP (Legal)



Place: Kota

Date: 16th November, 2017

RESONANCE EDUVENTURES LIMITED

Reg. off: CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota - 324005,
Rajasthan

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

NAME AND ADDRESS OF SHARE HOLDER

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

FOLIO No.	
DP ID	
CLIENT ID	

I hereby record my presence at the 01/2017-18 Extra-Ordinary General Meeting of the Company at the registered office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota - 324005, Rajasthan on Thursday, 14th day of December 2017, at 11.00 A.M.

NO. OF SHARES HELD	
SIGNATURE OF THE MEMBER OR PROXY	

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: CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota - 324005, Rajasthan

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. _____ 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 01/2017-18 Extra-Ordinary General Meeting of the Company, to be held on the Thursday, 14th day of December, 2017 at 11.00 A.M. at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota - 324005, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	*
1.	To ratify the remuneration of M/s K. G. Goyal & Associates, Cost Auditors of the Company for the Financial Year 2017-18	
2.	To appoint Mr. Rajesh Singhal as Independent Director of the Company	

Signed this ___ day of _____ 2017

Signature of shareholder _____

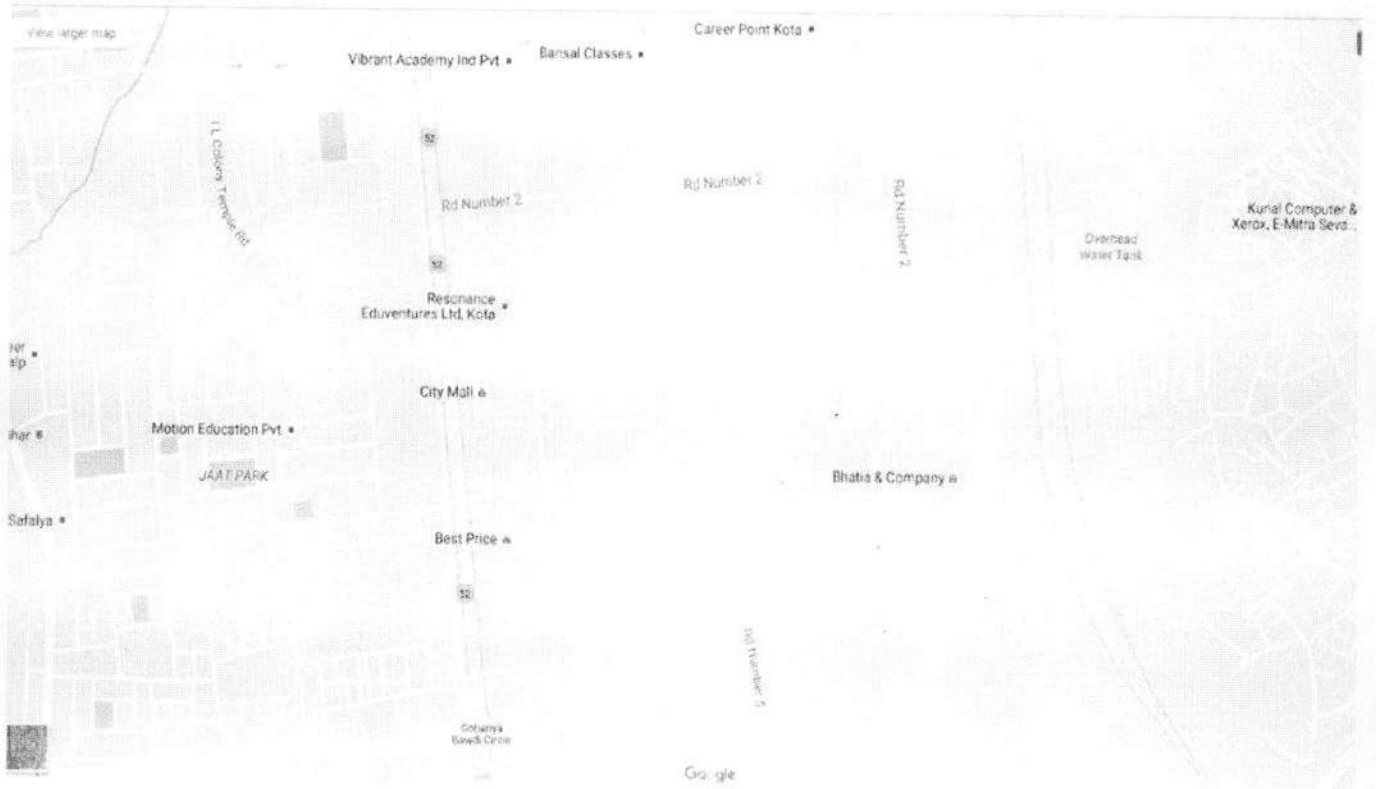
Signature of Proxy holder(s) _____

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.