

Resonance Eduventures Limited

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

CIN: U80302RJ2007PLC024029

E-mail: rkv@resonance.ac.in; Website: www.resonance.ac.in

Tel. No. +91-744- 3012222; FAX No.: +91-022-39167222

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting of Shareholders of Resonance Eduventures Limited will be held on Thursday 20th day of September, 2018 at 11 A.M. at the Registered Office of the Company situated at "CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota-324005, Rajasthan" to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on March 31, 2018, Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, together with the reports of the Directors and the Auditors thereon

Draft Resolution:

“**RESOLVED THAT** pursuant to section 134 of the Companies Act, 2013, the rules made thereunder and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force); the Audited Annual Accounts of the Company i.e. Balance Sheet as on March 31, 2018 Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, together with the Auditors’ and Directors’ Reports, presented to the members, be and are hereby approved & adopted.”

2. To consider re-appointing Mr.Lokesh Kumar Khandelwal(DIN: 01972687), who retires by rotation and being eligible, offers himself for re-appointment

Draft Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, the rules made there under and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr.Lokesh Kumar Khandelwal (DIN: 01972687), who retires at this Twelfth Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

3. To consider ratification of remuneration paid to M/s K.G.Goyal & Associates as the Cost Auditor of the company for the financial year 2018-19

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 , the Companies (Cost Records and Audit) Rules, 2014 and the Companies(Audit and Auditors) 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/sK.G.Goyal & Associates Cost Auditors be and hereby appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2018-19 at a remuneration of *Rs.2,00,000/- per annum(Plus applicable taxes and re-imburement out of pocket expenses)* be and is hereby ratified.

RESOLVED FURTHER THAT (i)Mr.Ram KishanVerma ,Managing Director and (ii) Mr.AsheeshSharma ,CEO of the Company be and is hereby authorised to do all acts including filling e-form(s) and any the document(s)to the Registrar of Companies,Jaipur,in respect of appointment of the Cost Auditors for the financial year 2018-19.

By the Order of the Board of Directors,

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

Kota, 20 August,2018

Registered Office:

CG Tower, A-46 & 52, IPIA,
Near City Mall, Jhalawar Road,
Kota-324005, Rajasthan
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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 registered 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 Twelfth Annual General Meeting 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. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
10. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 20th September,2018 are provided in Annexure A of this Notice.
11. The Landmark and route map to the venue of the Annual General Meeting is attached and forms a part of this Notice.

Explanatory statement pursuant to section 102 of the Companies Act, 2013(“the act”)

Item No.3:

The Board on the recommendation of the Audit Committee has approved the appointment of M/s K.G.Goyal& Associates Cost Auditors at remuneration of ***Rs.2,00,000/- per annum(Plus applicable taxes and re-imburement out of pocket expenses*** incurred by them for the purpose of the audit to conduct the audit of the cost records of the Company for the financial year 2018-19.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014,& Companies (Cost Records and Audit) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

The Board recommends the Ordinary Resolution for approval by the shareholders.

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

By the Order of the Board of Directors,

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

Kota,20 August,2018

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DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE TWELFTH ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)**Details of Mr.Lokesh Kumar Khandelwal, Director, seeking re-appointment in the Twelfth Annual General Meeting**

Age	45
Date of 1st Appointment	19/01/2012
Qualification	B.TECH
Experience	Mr.Lokesh Kumar Khandelwal Deputy Managing Director, has been actively involved in the day to day activities / operations of the Company since inception. He has 20 years Experience in Teaching.
Terms & Conditions of re-appointment	Executive, Non Independent Director liable to retire by rotation
Remuneration Sought and last drawn	Rs. 1,47,32,308 per annum
Relationship with Directors / KMPs	Nil
Number of Shares held in the Company as on March 31, 2018	80310 Equity Shares of Rs. 10/- each
No. of Board Meetings attended during the year	4(Four)
Chairman / Member of the Committee of the Board of directors as on March 31, 2018	Member of Risk Management Committee, Audit Committee, Nomination And Remuneration Committee & Corporate Social responsibility Committee.
Board Membership(excluding Resonance Eduventures Limited) of Companies as on April 01, 2018	LASNS EDUTECH PRIVATE LIMITED Cessation on 17.04.2018

By the Order of the Board of Directors,

Ganshyaam Sinngh Jhala

Company Secretary & AVP (Legal)

ACS No.:22633

Kota 20 August,2018

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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 Twelfth Annual General Meeting of shareholders of the Company held at the Registered Office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota-324005, Rajasthan, on Thursday 20th day of September, 2018 at 11 A.M.

NO. OF SHARES HELD	
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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 Twelfth Annual General Meeting of Shareholders of the Company to be held on the Thursday 20th day of September, 2018 at 11 A.M. at Registered Office 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 receive, consider and adopt the Audited Balance Sheet of the Company as on March 31, 2018, Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, together with the reports of the Directors and the Auditors thereon	
2.	To consider re-appointing Mr. Lokesh Kumar Khandelwal (DIN: 01972687), who retires by rotation and being eligible, offers herself for re-appointment	

3.	To consider ratification of remuneration paid to M/s K.G.Goyal & Associates as the Cost Auditor of the company for the financial year 2018-19	
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Signed this ___ day of _____ 2018

Signature of shareholder _____

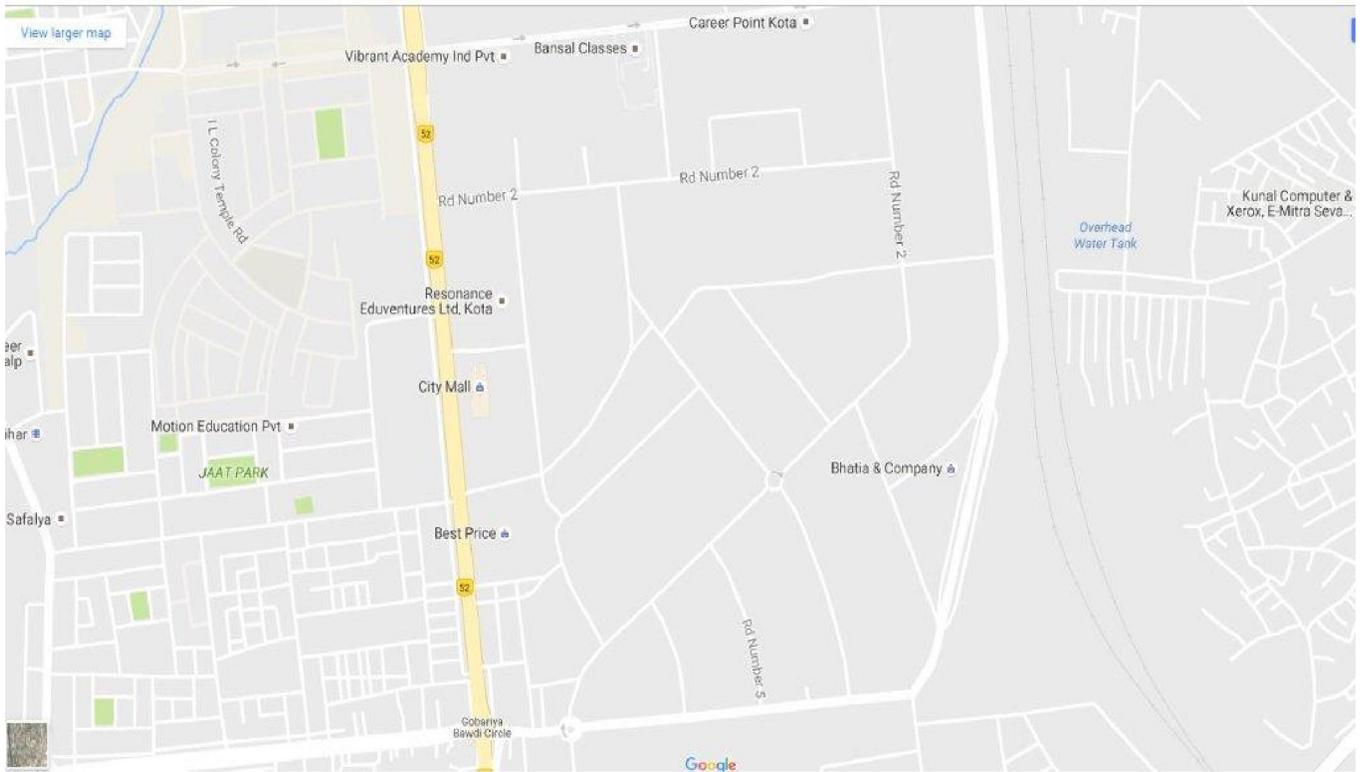
Signature of Proxy holder(s) _____

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.