

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourteenth Annual General Meeting** of Shareholders of **Resonance Eduventures Limited** will be held on Monday, 30th August, 2021 at 10:00 A.M. (“AGM”) at CG Tower, A-46 & 52, IPIA Near City Mall, Jhalawar Road Kota RJ 324005 IN transact the following businesses:

ORDINARY BUSINESSES

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary 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 Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon, presented to the members, be and are hereby approved & adopted.”

- 2. To consider re-appointing of Mr. Chandalal Verma (DIN: 01204861) Director, who retires by rotation and being eligible, offered himself for re-appointment**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary 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. Chandalal Verma (DIN: 01204861), Director of the Company who retires by rotation at this Fourteenth Annual General Meeting, and who being eligible had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To consider ratification of remuneration paid to M/s K. G. Goyal & Associates, Cost Auditor of the Company for the financial year 2020-21 and 2021-22**

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 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/s. K. G. Goyal & Associates, who have been appointed as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21 and 2021-22 at a remuneration of Rs.1,00,000/- (Plus applicable taxes and re-imburement out of pocket expenses) for the each financial year of 2020-21 and 2021-22 be and is hereby ratified.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution.”

SPECIAL BUSINESSES

4. To consider and regularize payment of managerial remuneration for FY 2020-21 which became excess due to lower profits- waiving of recovery:

*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 197 and 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any amendments thereto or reenactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee and Board, the consent of the members be and is hereby accorded to waive the recovery of excess remuneration paid to Director(s), as per the details annexed hereto in the explanatory statement, over and above the limits prescribed under the provisions of Section 197 and 198 of the Companies Act, 2013, during the financial year ended March 31, 2021.

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution.”

5. To consider and approve increase the overall managerial remuneration limit - to maintain the same at about current levels in absolute terms

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee and Board, approval of the Members, be and are hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from eleven per cent to thirty per cent of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 and the limits of overall accumulated managerial remuneration as per the provisions of

Section 197 be amended to thirty per cent and it shall not be exceeded at any time beyond thirty per cent of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, where:

- (i) the remuneration payable to any one managing director; or whole-time director or manager may exceed five percent and if there is more than one such director remuneration may exceed ten percent of the net profits to all such directors and manager taken together;
- (ii) the remuneration payable to directors who are neither managing directors nor whole-time directors may exceed,—
 - one percent of the net profits of the company, if there is a managing or whole-time director or manager;
 - three percent of the net profits in any other case

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution.”

6. To consider and approve re-appointment of Mr. Ram Kishan Verma as the Managing Director of the company and also designate him as Chief Executive Officer of the Company

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 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and on the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to re-appoint Mr. Ram Kishan Verma (Din:01204917) as the Managing Director and also appointed as Chief Executive Officer (Whole Time key Managerial Personnel) of the company for a term of three years commencing from 01/04/2021 till 31/03/2024 at a remuneration fixed by the Board and on such terms and conditions mutually agreed upon by the Board and Mr. Ram Kishan Verma as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Ram Kishan Verma (Din:01204917) as the Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate the Company will pay him remuneration as per the provisions laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.”

RESOLVED FURTHER THAT the Board be & is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 and Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The following terms and conditions to be considered:

a) **Salary:** Remuneration of Mr. Ram Kishan Verma as Managing Director and Chief Executive Officer of the Company for effective term of three years commencing from 01/04/2021 till 31/03/2024, be paid INR 1,80,00,000 (Indian Rupees One Crore Eighty Lacs Only) per annum total cost to company.

b) **Perquisites:** Mr. Ram Kishan Verma, Managing Director and Chief Executive Officer shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of House Rent Allowance with gardener and security guard, car facility with driver and medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites including salary shall not be exceeding aforesaid total remuneration as decided by the Board of Directors in time to time as when required.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

7. **Appointment of Mr. Nishant Jain as a Non - Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Nishant Jain (DIN: 08731168), who was appointed as an Additional Director of the Company (Category as Independent) by the Board be and is hereby appointed as Director (Category as Independent) of the Company.”

“**RESOLVED FURTHER THAT** in compliance of provision of section 149 of the Act, and any other applicable provisions, if any, Mr. Nishant Jain, who has submitted a declaration that he meets the criteria for independence as provided under said provisions and who is eligible for appointment, shall be treated as Independent Director of the company on following terms and conditions:

a) He shall hold office as an Independent Director for a term of five consecutive years on the Board of the Company commencing from 15th April, 2021 and shall be eligible for reappointment subject to provisions of the Act.

b) He shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs,

and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

8. To consider Appointment of Mr. Tanmay Jain as a Non Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Tanmay Jain (DIN: 09094927), who was appointed as an Additional Director of the Company (Category as Independent) by the Board be and is hereby appointed as Director (Category as Independent) of the Company.”

“**RESOLVED FURTHER THAT** in compliance of provision of section 149 of the Act, and any other applicable provisions, if any, Mr. Tanmay Jain, who has submitted a declaration that he meets the criteria for independence as provided under said provisions and who is eligible for appointment, shall be treated as Independent Director of the company on following terms and conditions:

- a) He shall hold office as an Independent Director for a term of five consecutive years on the Board of the Company commencing from 15th April, 2021 and shall be eligible for reappointment subject to provisions of the Act.
- b) He shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota, 07.07.2021
E-mail: abhinav@resonance.ac.in

Registered Office:
CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan
CIN: U80302RJ2007PLC024029
Tel. No. +91-744- 3012222
FAX No.: +91-022-39167222
Website: www.resonance.ac.in

NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting are provided in the **Annexure - A** to this Notice.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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 Eleventh 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.
7. Members / proxies should bring the attendance slip duly filled in for attending the Meeting.
8. 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.
9. The Register of Contracts, maintained under section 18 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
10. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on Monday, 30th August, 2021 at 10:00 A.M. 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.

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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.1,00,000/- (Plus applicable taxes and reimbursement out of pocket expenses incurred by them for the purpose of the audit) for each financial year 2020-21 and 2021-22 to conduct the audit of the cost records of the Company for the financial year 2020-21 and 2021-22.

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 2020-21 and 2021-22.

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.

Item No. 4

Due to Covid-19, the business operations of the Company, like almost all businesses in the country were adversely affected. Although the annual accounts for the financial year 2020-21 have not been finalized yet, but going by the unaudited results and business trend, Management expects the total turnover and net profits for the FY 2020-21 to be reduced to around 30%- 40% in comparison to corresponding figures of the preceding financial year.

So far, managerial remuneration to the Directors have been paid, as per the provisions of Section 197 and 198 of Companies Act, 2013. The said payments were within overall prescribed limits in terms of percentage of net profits of the Company in previous years. However, due to significant reduction in estimated net profits for financial year 2020-21 (to be finalized shortly in due course), the total and individual remuneration drawn by Directors is apprehended to be exceeding the percentage limit prescribed u/s 197 of the Companies Act, 2013. During FY 2020-21, Mr. Ram Kishan Verma, Managing Director, Mr. Chandamal Verma, and Ms. Sunita Verma, Directors received, as in the past years, annual remuneration of Rs. 1,80,00,000/-, Rs. 26,40,000/- and Rs. 7,92,000/- respectively. In the above remuneration the excess amount as per u/s 197 of the Act shall work out to be around of Rs. 1,00,00,000/- to Mr. Ram Kishan Verma, Managing Director and Rs. 10,00,000/- to Mr. Chandamal Verma, Director of the Company. On the recommendation of Nomination and Remuneration Committee and Board it is proposed to waive the recovery of the excess remuneration paid as per the provisions of Section 197 of Companies Act, 2013, subject to the approval of the Shareholders.

It will be appreciated that the fall in the net profit of the company for the year was not because of lack of efforts of the management team but because of an unprecedented force majeure of pandemic. In view of the above, the Company requires the approval of the Shareholders to waive the recovery of the said excess managerial remuneration from them. Accordingly, the Board recommends the Special Resolution set out at item No. 4 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma, Mr. Chandamal Verma and Mrs. Sunita Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

Considering the contribution of Directors and the sustainability made by the Company under their leadership and guidance in this critical time and as per the recommendation of the Nomination and Remuneration Committee. The Board at its Meeting held on 07th July, 2021 approved the revision in the overall remuneration of Directors for the current and upcoming years on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 and 198 of the Companies Act. 2013, the revised remuneration of Directors as decided by the Board is required to be approved by the Members at their meeting through Special Resolution.

Accordingly, The Board recommends the Special Resolution set out at item No. 5 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma, Mr. Chandamal Verma and Sunita Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Shri Ram Kishan Verma aged 50 Years, who is founder of the Company and associated since incorporation. Shri Ram Kishan Verma is a matured Business Personality. He is a graduate engineer and IIT holder and has rich experience in various business activities and more particularly in the educational sphere. He cares a growth vision for the Company and has made valuable contributions to the success and improved performance of the Company over a period of time.

Looking towards his excellence, devotion, commitment and resultant progress made by the Company under his dynamic leadership skills, your Board of Directors feels that his continuation on the Board will be highly beneficial to the interest of the Company and recommend the adoption of the resolution proposed under this item no. 6.

Accordingly, on the recommendation of Nomination and Remuneration Committee it is proposed to reappoint him as Managing Director and to appoint him as Chief Executive Officer w.e.f 1st April, 2021 on remuneration as mentioned in resolution. For the same Board of Directors have accorded their approval vide the board meeting dated 29.03.2021 subject to approval of the Members. Accordingly, The Board recommends the Special Resolution set out at item No. 6 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

The Board of Directors of the Company, had appointed Mr. Nishant Jain (DIN:08731168), as an Additional Director (Independent) of the Company with effect from 15.04.2021. Pursuant to Section 161(1) of the Companies Act 2013, he shall hold office only upto the date of ensuing Annual General Meeting. The Company has received consent to act as a Director of the Company in form DIR 2,

declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and Declaration of Independence and compliance under Section 149 (6) of the Companies Act, 2013.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day. The Director recommends the Resolutions proposed vide Item Nos. 7 of the Notice be passed and approved as Special Resolutions by the Members. The Board confirms that the Independent Director has fulfilled the conditions specified in Section 149 of the Act.

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.

Item No. 8

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration committee, had appointed Mr. Tanmay Jain (DIN:09094927), as an Additional Director (Independent) of the Company with effect from 15.04.2021. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Tanmay Jain shall hold office only upto the date of ensuing Annual General Meeting. The Company has received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and Declaration of Independence and compliance under Section 149 (6) of the Companies Act, 2013.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day. The Director recommends the Resolutions proposed vide Item Nos. 8 of the Notice be passed and approved as Special Resolutions by the Members. The Board confirms that the Independent Director has fulfilled the conditions specified in Section 149 of the Act.

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.

Annexure A

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FOURTEENTH ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Details of Mr. CHANDALAL VERMA, Director, seeking re-appointment in the Fourteenth Annual General Meeting - (Item No. 2)

S No.	Particulars	Response
01.	Name	CHANDALAL VERMA
02.	Director Identification Number (DIN)	01204861
03.	Terms & Conditions of Appointment	Executive, Non- Independent Director liable to retire by rotation
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	14/11/1951 69
06.	Educational/professional qualifications	literate
07.	Experience if any, in the Education Services Sector	He has been actively involved in the day to day activities / operations of the Company since inception.
08.	Details of Remuneration	Last paid : Rs. 26,40,000/- per annum Sought to be paid: Rs. 26,40,000/- per annum
09.	Designation and Date of first appointment on Board	Director
10.	Relation with other Directors, Managers or Key Managerial Personnel	Father of Mr. Ram Kishan Verma, Managing Director of the Company and Father in Law of Mrs. Sunita Verma, Director of the Company
11.	Number of Board Meetings attended during the year (2019-20)	07 (Seven)
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Sewaram Agrotech Private Limited – Director Resonance Infra Tech Private Limited – Director Symmetric Infrastructure Private Limited – Whole time Director Drishti Multi Commodity Private Limited – Director Adworld Communications Private Limited- Director Resonance Learning Solutions Private Limited - Director

13.	Memberships / Chairmanships of Committees of the Board	N.A.
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	10,000 Equity Shares of Rs. 10/- each

Details of Mr. Ram Kishan Verma, seeking re-appointment as Managing Director in the Fourteenth Annual General Meeting (Item No. 6)

S No.	Particulars	Response
01.	Name	RAM KISHAN VERMA
02.	Director Identification Number (DIN)	01204917
03.	Terms & Conditions of Appointment	Managing Director for a period of three consecutive years with effect from 01.04.2021 to 31.03.2024. During the tenure, Mr. Ram Kishan Verma shall receive remuneration under Section 197 and Schedule V of the Companies Act, 2013 and other reimbursement of expenses.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	06/02/1971 50 years
06.	Educational/professional qualifications	Electrical & Electronics Engineer IIT-JEE
07.	Experience if any, in the Education Services Sector	26 years
08.	Details of Remuneration	Last Paid: Rs. 1,80,00,000/- per annum Sought to be paid: Rs. 1,80,00,000/- per annum
09.	Designation and Date of first appointment on Board	Managing Director Date of first Appointment : 15.03.2007
10.	Relation with other Directors, Managers or Key Managerial Personnel	Son of Mr. Chandlal Verma Husband of Mrs. Sunita Verma
11.	Number of Board Meetings attended during the year (2019-20)	7 (Seven)
12.	Name(s) of other organizations or entities or associations or Unincorporated entities	Resonance Infra Tech Private Limited – Director

	in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Resonance Learning Solutions Private Limited – Director Kota Club Limited - Director
13.	Memberships / Chairmanships of Committees of the Board	N.A.
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	55.05%

Details of Mr. NISHANT JAIN, seeking appointment as Independent Director in the Fourteenth Annual General Meeting - (Item No. 7)

S No.	Particulars	Response
01.	Name	NISHANT JAIN
02.	Director Identification Number (DIN)	08731168
03.	Terms & Conditions of Appointment	Independent Director for a period of five consecutive years with effect from 15.04.2021 to 14.04.2026. During the tenure, Mr. Nishant Jain may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	16/08/1994 26 Years
06.	Educational/professional qualifications	Chartered Accountant, CISA
07.	Experience if any, in the Education Services Sector	N.A.
08.	Details of Remuneration	Last paid : NIL Sought to be paid after appointment: Sitting Fee as and may decide by the Board
09.	Designation and Date of first appointment on Board	Non-Executive Additional Independent Director since 15.04.2021
10.	Relation with other Directors, Managers or Key Managerial Personnel	N.A.

11.	Number of Board Meetings attended during the year	N.A.
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	N.A.
13.	Memberships / Chairmanships of Committees of the Board	Resonance Eduventures Limited 1. Chairman – Audit Committee 2. Member – NRC Committee 3. Member – CSR Committee
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2020	N.A.
16.	Brief resume	Mr. Nishant Jain, having rich experience corporate field, is a The Institute of Chartered Accountants of India. He is also a Certified Information Systems Auditor and holds Bachelor's Degree in the field of Commerce. He has vast expertise in the field of Corporate Secretarial, Accounts and allied businesses activities. Being a Practicing Professional, his vision is to provide entire business services to needy and promote the business community.
17.	Performance Evaluation	Mr. Nishant Jain has actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. He has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Schedule IV to the Companies Act, 2013. The performance evaluation criteria for accessing the re – appointment or regularization of Independent Directors, interalia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Independent Directors

		etc.
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The Board is of the view that the continued association of Mr. Nishant Jain and rich expertise and knowledge in the various sectors would definitely benefit the Company and support the Board to discharge its functions and duties effectively. Further, Mr. Nishant Jain also possess appropriate skills, expertise and competencies in the context of the Company's present and proposed businesses. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Mr. Nishant Jain is not disqualified from being appointed as Director in terms of section 164 of the Act. Further to the consideration of performance evaluation covering various aspects including level of participation, interpersonal relationship, independent judgement, understanding of roles and responsibilities etc., Mr. Nishant Jain may be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15.04.2021 till 14.04.2026.

Details of Mr. TANMAY JAIN, seeking appointment as Independent Director in the Fourteenth Annual General Meeting - (Item No. 8)

S No.	Particulars	Response
01.	Name	TANMAY JAIN
02.	Director Identification Number (DIN)	09094927
03.	Terms & Conditions of Appointment	Independent Director for a period of five consecutive years with effect from 15.04.2021 to 14.04.2026. During the tenure, Mr. Tanmay Jain may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	20/03/1995 26 Years
06.	Educational/professional qualifications	Chartered Accountant, CCCA, DISA, FAFD
07.	Experience if any, in the Education Services Sector	N.A.
08.	Details of Remuneration	Last paid : NIL Sought to be paid after appointment: Sitting Fee as and may decide by the Board
09.	Designation and Date of first appointment on Board	Non-Executive Additional Independent Director since 15.04.2021
10.	Relation with other Directors, Managers or Key Managerial Personnel	N.A.
11.	Number of Board Meetings attended	N.A.

	during the year	
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	N.A.
13.	Memberships / Chairmanships of Committees of the Board	Resonance Eduventures Limited 1. Chairman - Nomination & Remuneration Committee 2. Member - Audit Committee 3. Member - CSR Committee
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	N.A.
16.	Brief resume	Mr. Tanmay Jain, having rich experience corporate field, is a The Institute of Chartered Accountants of India. He has also qualified Certificate Course on Concurrent Audit of Bank along with Diploma in Information Systems Audit and holds Masters Degree in the field of Commerce. He has vast expertise in the field of Corporate Secretarial, Accounts and allied businesses activities. Being a Practicing Professional, his vision is to provide entire business services to needy and promote the business community.
18.	Performance Evaluation	Mr. Tanmay Jain has actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. He has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Schedule IV to the Companies Act, 2013. The performance evaluation criteria for accessing the re - appointment or regularization of Independent Directors, interalia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it

		operates, confidentiality level, adherence to the applicable code of conduct for Independent Directors etc.
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The Board is of the view that the continued association of Mr. Tanmay Jain and rich expertise and knowledge in the various sectors would definitely benefit the Company and support the Board to discharge its functions and duties effectively. Further, Mr. Tanmay Jain also possess appropriate skills, expertise and competencies in the context of the Company's present and proposed businesses. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Mr. Tanmay Jain is not disqualified from being appointed as Director in terms of section 164 of the Act. Further to the consideration of performance evaluation covering various aspects including level of participation, interpersonal relationship, independent judgement, understanding of roles and responsibilities etc., Mr. Tanmay Jain may be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15.04.2021 till 14.04.2026.

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,

E-mail: abhinav@resonance.ac.in

Date: 07.07.2021

Registered Office:

CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan

CIN: U80302RJ2007PLC024029

Tel. No. +91-744- 3012222

FAX No.: +91-022-39167222

Website: www.resonance.ac.in

STATEMENT OF PARTICULARS (Pursuant to Schedule V of the Companies Act, 2013)

Particulars	Mr. Ram Kishan Verma	Mr. Chandalal Verma	Mr. Tanmay Jain	Mr. Nishant Jain
A. General Information				
Nature of Industry	The Company related to Education Industry and primarily provides services as Education Institution.			
Date of Commencement of Commercial Production	The Company incorporated and commenced its business activities on 15/03/2007.			
Financial Performance of the Company	The profit for the financial year 2019-20 is Rs. 4,050 lakhs and for the financial year 2018-19 is Rs. 4,366 lakhs.			
Foreign investments or collaborations	The Company has not entered in any agreement of Foreign Investments and Collaborations.			
B. Information about appointee				
Background details, recognition & Awards, Job Profile & his suitability	Mr. Ram Kishan has been designated as Managing Director since 01.04.2010. He holds Electrical & Electronics Engineering degree and has also qualified IT JEE.	Mr. Chandalal Verma, Promoter and Director, has been actively involved in the day to day activities / operations of the Company since inception. His administration and guidance at all levels has enhanced efficiency and growth of the Company. Also, an active social worker, he is engaged in promoting education.	Mr. Tanmay Jain has been designated as Additional Independent Director since 15.04.2021. He is a qualified Chartered Accountant along with CCCA, DISA & FAFD.	Mr. Nishant Jain has been designated as Chartered Additional Independent Director since 15.04.2021. He is qualified Accountant along with CISA.
Past remuneration	Rs. 1,80,00,000/-	Rs. 26,40,000/-	N.A.	N.A.
Remuneration Proposed	Rs. 1,80,00,000/-	Rs. 26,40,000/-	Sitting fees as and may decide by Board	Sitting fees as and may decide by Board
Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons			

Pecuniary relationship directly or indirectly with the company, or relationship with Directors, Manager and key managerial personnel	Mr. Ram Kishan Verma does not or have pecuniary with Directors, relationship directly or indirectly with the Company except receiving remuneration for his services as Managing Director of the Company. He is son of Mr. Chandalal Verma and husband of Mrs. Sunita Verma.	Mr. Chandalal Verma does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as Director of the Company. He is father of Mr. Ram Kishan Verma and father in law of Mrs. Sunita Verma	Mr. Tanmay Jain does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as director of the Company.	Mr. Nishant Jain does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as director of the Company.
Listed Entities in which Directors holds directorship and the membership of Committees of the Board	NIL	NIL	NIL	NIL
Number of Meetings of the Board during the Financial year 2019-20	7 meetings	7 meetings	N.A.	N.A.
Shareholding in the Company	55.05%	0.5426%	NIL	NIL
C. Other Information				
Reasons of loss or inadequate profits	The COVID-19 pandemic has probably been the most devastating of financial and social crisis of recent times, leading to Overall recession in the industry and reduction in the footfall of the students in Institutions which leads to reduction in the Operational Turnovers since F.Y. 2020-21.			
Steps taken or proposed to be taken for improvement	Some steps are being taken by the Company like reducing the excess labored employees in the Company and to enter into Network Partner Model. Further Company is focusing on Cost cutting as well, as a tool for reducing the operational cost and increase in marginal profits of the Company. By following the above measures the Company expects marginal growth in productivity and profits in the financial year 2021-22.			
Expected increase in productivity and profits in measurable terms				

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,

E-mail: abhinav@resonance.ac.in

Date: 07.07.2021

Registered Office:

CG Tower, A-46 & 52, IPIA,
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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	
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CLIENT ID	
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I hereby record my presence at the Fourteenth 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 Monday, 30th August, 2021 at 10:00 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 Thirteenth Annual General Meeting of Shareholders of the Company to be held on Monday, the 30th day of August, 2021 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 Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon	
2.	To consider re-appointing Mr. Chandalal Verma (DIN: 01204861), 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 2020-21 and 2021-22	
4.	To consider and regularize payment of managerial remuneration for FY 2020-21 which became excess due to lower profits- waiving of recovery	
5.	To consider and approve increase the overall managerial remuneration limit - to maintain the same at about current levels in absolute terms	

6.	To consider and approve re-appointment of Mr. Ram Kishan Verma as the Managing Director of the company and also designate him as Chief Executive Officer of the Company	
7.	To consider Appointment of Mr. Nishant Jain as a Non - Executive Independent Director of the Company	
8.	To consider Appointment of Mr. Tanmay Jain as a Non- Executive Independent Director of the Company	

Signed this day of 2021

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

