



**RESONANCE EDUVENTURES LIMITED**

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

**Tel. No.:** 0744-2777777, 2777700, **Fax:** 022-39167222 | **e-mail:** contact@resonance.ac.in |  
**Website:** www.resonance.ac.in | **Toll Free:** 1800-258-5555 | **CIN:** U80302RJ2007PLC024029

**NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the **Eighteenth (18<sup>th</sup>) Annual General Meeting** of Shareholders of **Resonance Eduventures Limited** will be held on Monday, 30<sup>th</sup> Day of September 2024 at 09:30 A.M. (“AGM”) at CG Tower, A-46 & 52, IPIA Near City Mall, Jhalawar Road Kota RJ 324005 to 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<sup>ST</sup>, 2024, WHICH INCLUDES BALANCE SHEET, STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT AND STATEMENT OF CHANGE IN EQUITY 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<sup>st</sup>, 2024, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and statement of change in Equity 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-APPOINTMENT 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 Eighteenth Annual General Meeting, and who being eligible had offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## **SPECIAL BUSINESSES**

### **3. TO CONSIDER RATIFICATION OF REMUNERATION PAID TO M/S K. G. GOYAL & ASSOCIATES, COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25**

*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 2024-25 at a remuneration of Rs. 1,00,000/- (Plus applicable taxes and re-imburement out of pocket expenses) for the Financial Year of 2024-25 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.”

**By the Order of the Board of Directors,**

**Abhinav Gautam**  
**Company Secretary**

**Place:** Kota

**Date:** 31.08.2024

**E-mail:** [abhinav@resonance.ac.in](mailto:abhinav@resonance.ac.in)

**Registered Office:**

CG Tower, A-46 & 52, IPIA,

Near City Mall, Jhalawar Road,

Kota -324005, Rajasthan

**CIN:** U80302RJ2007PLC024029

**Tel. No.** +91-744- 3012222

**FAX No.:** +91-022-39167222

**Website:** [www.resonance.ac.in](http://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 Eighteenth 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 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
10. 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 to conduct the audit of the cost records of the Company at remuneration of Rs. 1,00,000/- (Plus applicable taxes and re-imburement out of pocket expenses incurred by them for the purpose of the audit) for the Financial Year 2024-25.

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 2024-25.

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.

**Annexure A**

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

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

S No.	Particulars	Response
01.	Name	MR. 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	15/08/1951
	Age as on the date of Application	73
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 and 15/03/2007
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 (2023-24)	06 (Six)
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	Resonance Infra Tech Private Limited – Director Resonance Learning Solutions Private Limited - Director

	capacity. Indicating the activity of the Company and regulators, if any	
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 31.03.2024	10,000 Equity Shares of Rs. 10/- each

**By the Order of the Board of Directors,**

**Abhinav Gautam**

**Company Secretary**

**Place:** Kota

**E-mail:** [abhinav@resonance.ac.in](mailto:abhinav@resonance.ac.in)

**Date:** 31.08.2024

**Registered Office:**

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

<b>Particulars</b>	<b>Mr. Chandalal Verma</b>
<b>A. General Information</b>	
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 net profit for the financial year 2023-24 is negative for Rs. 641 Lakhs and for the financial year 2022-23 is negative for Rs. 202 lakhs.
Foreign investments or collaborations	The Company has not entered in any agreement of Foreign Investments and Collaborations.
<b>B. Information about appointee</b>	
Background details, recognition & Awards, Job Profile & his suitability	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.
Past remuneration	Rs. 26,40,000/- per annum
Remuneration Proposed	Rs. 26,40,000/- per annum
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. 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, Managing Director of the Company and father in law of Mrs. Sunita Verma, Director of the Company.
Listed Entities in which Directors holds directorship and the membership of Committees of the Board	NIL
Number of Meetings of the Board during the Financial year 2023-24	6 meetings
Shareholding in the Company	0.5426%

**C. Other Information**

Reasons of loss or inadequate profits	Due to recession in the industry and reduction in the footfall of students in Institutions, that lead to reduction in the Operational Turnovers since F.Y. 2020-21, the Company reported Loss in F.Y. 2023-24.
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 2024-25.
Expected increase in productivity and profits in measurable terms	

**By the Order of the Board of Directors,**

**Abhinav Gautam**  
**Company Secretary**

**Place:** Kota

**E-mail:** [abhinav@resonance.ac.in](mailto:abhinav@resonance.ac.in)

**Date:** 31.08.2024

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**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**

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.....

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**FOLIO NO.**

**DP ID**

**CLIENT ID**

I hereby record my presence at the Eighteenth 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, 30<sup>th</sup> Day of September 2024 at 09:30 A.M.

<b>NO. OF SHARES HELD</b>	
<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: 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 Eighteenth Annual General Meeting of Shareholders of the Company to be held on Monday, 30<sup>th</sup> Day of September 2024 at 09:30 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	Assent	Dissent
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company as on March 31 <sup>st</sup> , 2024, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement & Statement of Change in Equity 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 himself for re-appointment		
<b>Special Business</b>			
3.	To consider ratification of remuneration paid to M/s K. G. Goyal & Associates, Cost Auditor of the Company for the financial year 2024-25		

Signed this    day of    2024

Signature of shareholder

Affix a  
Revenue  
Stamp

Signature of Proxy holder(s)

**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.**

## ROUTE MAP

### LANDMARK: Near City Mall

