



**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 EXTRA-ORDINARY GENERAL MEETING**

**Notice** is hereby given that the second **Extra-Ordinary General Meeting** of the members of **Resonance Eduventures Limited (“the Company”)** for the **Financial Year 2022-23** will be held on Thursday, the 16<sup>th</sup> Day of March, 2023 at 09:30 A.M. at CG Tower, A-46 & 52, IPIA Near City Mall, Jhalawar Road Kota Rajasthan 324005 to transact the following businesses:

### **SPECIAL BUSINESSES**

**1. To consider and approve the loan and investment by the company in accordance with the provisions of Companies Act, 2013**

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

**“RESOLVED THAT** in supersession to the previous resolution passed by the members of the company in its general meeting held on 16<sup>th</sup> November 2022 in this regard and pursuant to the provisions of section 180(1)(a), 185, 186 and all other applicable provisions, 2013, and the rules framed thereunder and other applicable provisions, if any, of the companies act, 2013 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) approval of members of the company be and is hereby accorded to the board of directors of the company-

- a) to give any guarantee and/or provide security in connection with a loan to any other body corporate or person, (including but not limited to- giving corporate guarantee in connection with financial assistance availed by accelarating education and development private limited, a wholly owned subsidiary company and rkv enterprises private limited (group company, in which directors of the company are deemed to be interested), along with providing security through pledge/charge over the intellectual property rights of the company and pledge/charge over the 100% investments made in the equity shares of base educational services private limited (wholly owned subsidiary);
- b) to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, (including but not limited to- (i) subscribing to the equity shares of accelarating education and development private limited, a wholly owned subsidiary company; and (ii) to purchase of non-convertible debentures of accelarating education and development private limited, a wholly owned subsidiary company and rkv enterprises private limited (group company, in which directors of the company are deemed to be interested); and
- c) to give any loan to any person or other body corporate, for an overall limit, along with loans/investments/securities/guarantees as given or provided by base educational services private limited (a wholly owned subsidiary of the company) taken together into account at any time, which would not exceed rupees thirteen hundred and fifty crore in one or more tranches.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board or any committee or person(s) authorised by the board, be and is / are hereby authorised to finalise, settle and

execute such documents / deeds / writings / papers / agreements / power of attorneys as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the company.

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

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

Kota, 02.02.2023

**E-mail:** [abhinav@resonance.ac.in](mailto: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](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.
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. Provided that a member holding 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 Extra Ordinary General Meeting and ending with the conclusion of the Meeting; for only those members who have deposited requisitions for such inspection at least three 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 Extra Ordinary General Meeting is attached and forms a part of this Notice.

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

### **Item No. 1**

The wholly owned subsidiary of the company i.e. accelerating education and development private limited (aedpl) had taken financial assistance in the form of (i) a term loan of rs. one hundred and twenty five crore and (ii) by issuing non-convertible debentures for the total amount of rs. two hundred and ninety five crore. Additionally, rkv enterprises private limited (rkvepl), a company in which directors of the company are deemed to be interested as per section 185 of the companies act, 2013, had taken financial assistance in the form of issuing non-convertible debentures of rs. two hundred and fifty crore.

It is proposed to consider the transaction to make loan(s)/investments/give guarantee/provide security up to an amount not exceeding rupees thirteen hundred and fifty crore. The company has received requests from aedpl and rkvepl to issue a corporate guarantee along with the security as stated in the resolution in connection with financial assistance availed by them for overall amount not exceeding rupees thirteen hundred and fifty crore, to settle their debt obligations. The company also may have an option to subscribe the equity shares of aedpl and purchase the non-convertible debentures of aedpl and rkvepl.

As per section 185 and 186 of the Companies Act, 2013 the company may issue the corporate guarantee in connection to the said financial assistance with the prior approval of members by way of this special resolution. The board of directors in its meeting held on 02.02.2023 has proposed to create a charge over the two assets of the company i.e (a) intellectual property rights of the company and (b) investments made in the equity shares of base educational services private limited (a wholly owned subsidiary of the company), subject to the prior approval of members by way of special resolution. As the documents to be executed for the creation of such charge/pledge/mortgages from time to time and to secure such guarantee, the power may be delegated to the board to take necessary actions to give effect to the aforesaid resolution under the provisions of section 180(1)(a) of the companies act, 2013, the above powers can be exercised by the board only with the consent of the members obtained by a special resolution therefore in compliance with section 185, 186 and 180(1)(a) it is necessary to obtain approval of the members by means of a special resolution, to enable the boards of directors of the company to issue corporate guarantee and create charge/mortgage/pledge/hypothecation on the company's assets (defined above), both present and future, in favour of the lenders and/or trustees for the holders of debentures/bonds and the lenders of term loan and to secure the repayment of moneys raised by the aedpl and rkvepl. All documents related to these items will be available for inspection by the members at the meeting. None of the Directors or Key Managerial Personnel of the Company or their relatives except, Mr. Ram Kishan Verma, Mr. Chandalar Verma and Mrs. Sunita Verma, are in any way concerned or interested, in the proposed resolution.

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

Abhinav Gautam  
Company Secretary  
Kota,

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

Date: 02.02.2023

### **Registered Office:**

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

**CIN:** U80302RJ2007PLC024029

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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**

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.....

.....

**FOLIO NO.**

**DP ID**

**CLIENT ID**

I hereby record my presence at the second Extra-ordinary General Meeting of the members of the company for the Financial Year 2022-23 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, the 16<sup>th</sup> Day of March, 2023 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 second Extra-ordinary General Meeting of the members of the company for the Financial Year 2022-23 to be held on Thursday, the 16<sup>th</sup> Day of March, 2023 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	*
1.	To consider and approve the Loan and Investment by the Company in accordance with the provisions of Companies Act, 2013	

Signed this      day of      2023

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

