



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

Notice is hereby given that the **Thirteenth Annual General Meeting** of the Members of **Resonance Eduventures Limited** will be held on Thursday, 04th day of March, 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 Balance Sheet of the Company as on March 31, 2019, 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**

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 Annual Accounts of the Company i.e. Balance Sheet as on March 31, 2019 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 Mrs. Sunita Verma (DIN: 01204955), who retires by rotation and being eligible, offers herself 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), Mrs. Sunita Verma (DIN: 01204955) who retires at this Thirteenth 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.”

3. **To approve the appointment of Auditor to fill the casual vacancy caused by the resignation, approved in the Board Meeting held on 07.09.2020 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to fix their remuneration**

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of **M/S. RAJESH VIPIN & ASSOCIATES (FRN 023345N), Chartered Accountants** for the Financial Year 2019-20, as done by the Board to fill the casual vacancy caused by the resignation of **M/S B S R & Associates LLP, Chartered Accountants(FRN - 116231W/ W-100024)**, to hold office until the conclusion of this **Thirteenth Annual General Meeting**, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“FURTHER RESOLVED THAT pursuant to provisions of Section 139, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/S RAJESH VIPIN & ASSOCIATES (FRN 023345N)**, be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this **Thirteenth Annual General Meeting to until the conclusion of Eighteenth Annual General Meeting of the Company** and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the company in conducting audit for the Financial year 2019-20.”

“FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

4. **To consider ratification of remuneration paid to M/s K. G. Goyal & Associates as the Cost Auditor of the company for the financial year 2019-20**

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 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 2019-20 at a remuneration of Rs.2,00,000/- per annum(Plus applicable taxes and reimbursement out of pocket expenses) be and is hereby ratified.

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized 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 year2019-20.

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota

Date: 04.02.2021

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 04th day of March , 2021 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

Since the previous auditors M/S B S R & ASSOCIATES LLP, CHARTERED ACCOUNTANTS have resigned as Statutory Auditors of the Company which has caused casual vacancy. To fill such casual vacancy , the Board of Directors of the Company, has proposed M/S. RAJESH VIPIN & ASSOCIATES (FRN 023345N), Chartered Accountants as the Statutory Auditors of the Company upto the Thirteenth Annual general Meeting of the Company and thereafter for 5 (five) consecutive Financial Years. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

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

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 2019-20.

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 2019-20.

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 THIRTEENTH ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Details of Mrs. Sunita Verma, Director, seeking re-appointment in the Thirteenth Annual General Meeting

Age	45 years
Date of 1st Appointment	15/03/2007
Qualification	9 th Std pass
Experience	Mrs. Sunita Verma, Promoter and Director, has been actively involved in the day to day activities/operations of the Company since inception. Her administration and guidance at all levels has enhanced efficiency and growth of the Company. Also, an active social worker, she is engaged in promoting education.
Terms & Conditions of re-appointment	Non-Executive, Non- Independent Director liable to retire by rotation
Remuneration Sought and last drawn	Rs. 7,92,000/- per annum
Relationship with Directors / KMPs	Wife of Mr. Ram Kishan Verma, Managing Director of the Company Daughter in Law of Mr. Chandanal Verma, Director of the Company
Number of Shares held in the Company as on March 31, 2019	10,000 Equity Shares of Rs. 10/- each
No. of Board Meetings attended during the year	01 (One)
Chairman / Member of the Committee of the Board of directors as on March 31, 2019	Member of CSR Committee
Board Membership(excluding Resonance Eduventures Limited)of Companies as on April 01 st , 2019	<u>NIL</u>

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,

Date: 04.02.2021

E-mail: abhinav@resonance.ac.in

Registered Office:

CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
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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 Thirteenth 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, 4th day of March, 2021, at 10:00 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 Thirteenth Annual General Meeting of Shareholders of the Company to be held on Thursday, the 04th day of March, 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 Balance Sheet of the Company as on March 31, 2019, 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 Mrs. Sunita Verma (DIN: 01204955), who retires by rotation and being eligible, offers herself for re-appointment	
3.	To approve the appointment of Auditor to fill the casual vacancy and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to fix their remuneration.	

4.	To consider ratification of remuneration paid to M/s K. G. Goyal & Associates as the Cost Auditor of the company for the financial year 2019-20	
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Signed this ___day of_____2021

Signature of shareholder _____

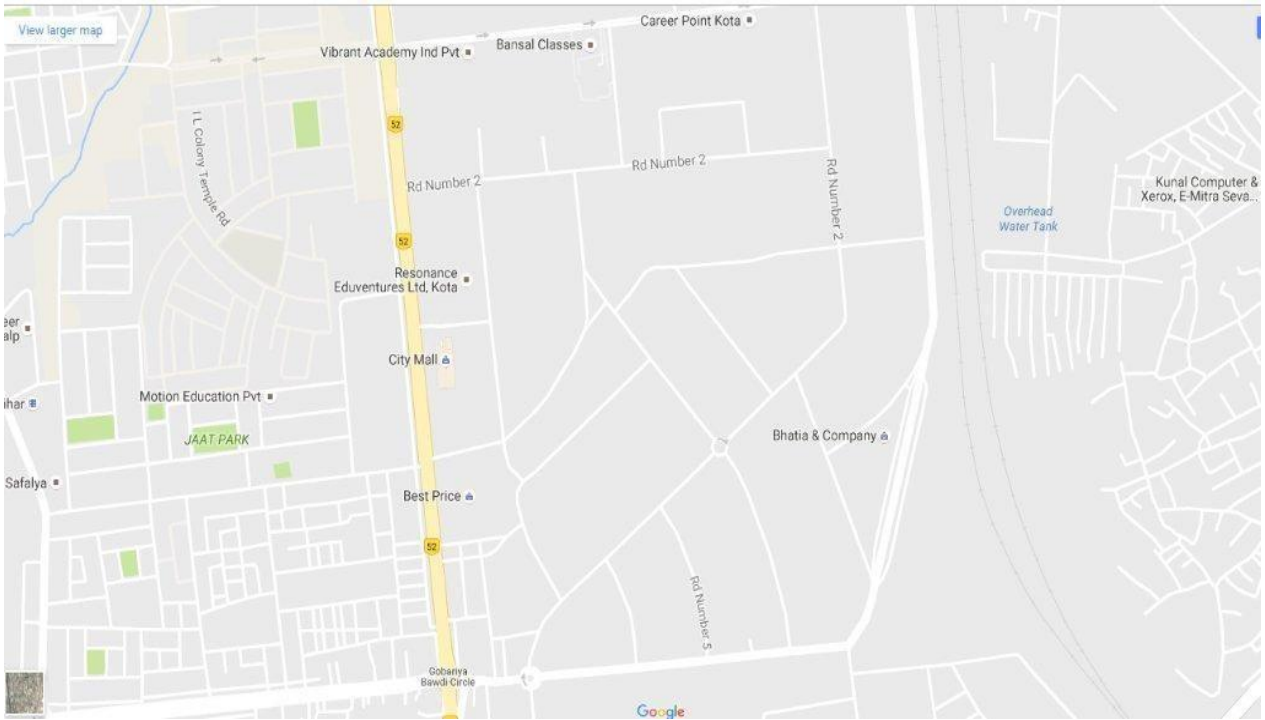
Signature of Proxy holder(s) _____

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