

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **01/2022-23 Extra Ordinary General Meeting** of the Shareholders of **Resonance Eduventures Limited** will be held on Wednesday, 16th Day of November, 2022 at 09:30 A.M. (“EGM”) at CG Tower, A-46 & 52, IPIA Near City Mall, Jhalawar Road Kota Rajasthan 324005 to transact the following businesses:

SPECIAL BUSINESSES

1. To Authorize Board to Raise Funds under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT the consent of the company be and is hereby accorded to the board of directors of the company under section 180(1)(c) and other applicable provisions, of the companies act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), to raise funds for and on behalf of the company from time to time as deemed by it to be requisite and proper for the business of the company, but so that the moneys to be raised together with the moneys already raised by the company shall not exceed Rs. 500 crores (rupees five hundred crores only) in excess of the aggregate of its paid share capital and free reserves of the company as per the latest annual audited financial statements, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, if any.

“RESOLVED FURTHER THAT the consent of the company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions of the companies act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to authorise the board of directors to mortgage, pledge, create charges or hypothecation and/or to provide securities as may be necessary on its investments, movable and/or immovable properties and on other assets (wherever situated both present and future), or to sell, lease or otherwise dispose off or to mortgage, pledge, create charges on the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the board in its absolute discretion thinks fit in favour of any bank(s) or financial institutions or any other investor(s), agent(s) and trustee(s) whether shareholders of the company or not, to secure funds availed or to be availed whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the company, in foreign currency or in Indian rupees, within the overall limits of the funds raising powers of the board as determined from time to time by members of the company, pursuant to section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the securities to be created by the company for raising of funds as aforesaid may rank with the security already created in the form of mortgage and / or charges

already created, if any or to be created in future by the company as may be agreed to between the board and concerned parties.

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 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.

2. To Authorize Board Under Section 180(1)(a) of Companies Act, 2013

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

“RESOLVED THAT the consent of the company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions of the companies act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the board of directors to sell, lease/license or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) or to sell, lease/license or otherwise dispose off its investments and/or intellectual property rights, its movable and/or immovable properties and other assets, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the board in its absolute discretion thinks fit on the whole or substantially the whole of the company's any one or more of the undertakings or all of the undertakings of the company.

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 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.

3. 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 an **Special Resolution:***

“RESOLVED THAT 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) for giving guarantee and/or provide security including but not limited to pledge/charge over the intellectual property rights of the company and pledge/charge over the 100% investments made in equity shares of base educational services private limited (wholly owned subsidiary) or an encumbrance called by any name whatsoever in connection with financial assistance availed by accelerarating education development private limited, a wholly owned subsidiary company and rkv enterprises private limited (group company, in which directors of the company is deemed to be interested);
- b) to acquire by way of subscription, purchase or otherwise the securities of anybody corporate,

including but not limited to (i) subscribe the equity shares of accelarating education development private limited, a wholly owned subsidiary company; and (ii) to purchase of non-convertible debentures of accelarating education development private limited, a wholly owned subsidiary company and rkv enterprises private limited (group company, in which directors of the company is deemed to be interested); and

c) to give a loan to any person or other body corporates;

for an amount not exceeding rs. 250 cr. (rupees two hundred and fifty crore only) 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 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, 21.10.2022

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.
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 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 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 and 2

The company presently engaged in the business of providing training and coaching, to the aspirants to get admissions in various institutions through competitive admission examinations for jee (advanced), jee (mains), medical, ca, cs, cma as also for international olympiads, national talent search examination+ (ntse) and other scholarship examinations.

The board in its meeting held on 21.10.2022 had carried out a comprehensive review of the ongoing business operations of the company since the outbreak of Covid -19, which adversely affected the business of the company and led to the financial crisis.

The business is being operated under challenging environment, due to lack of enrolment and affordability in gaining the aspirants. In addition to this, unexpected and forceful lockdowns in the financial year 2020-21 and 2021-22 has majorly disrupted the coaching industry and the company as well. all this have led to the recent negative performance of the company in f.y. 2021-22 and eventually this forced the company to take the decision of raising funds from external sources as defined in resolution and/or to sell, lease, license, transfer or dispose off its investments, movable and/or immovable properties and other assets.

Your board is of the opinion that the company is in need of funds for reducing its liabilities and analysing with two option either to raise fresh funds or realize the desired funds out of the sell proceeds of the assets, investments, and undertakings of the company, the best option shall be opted out the board in the interest of the company. It is proposed to use the raised/generated funds to pay the liabilities of the company as per the audited financial statements for the f.y. 2021-22 on priority and to infuse/invest funds in acceleratng education development private limited (aedpl - a wholly owned subsidiary) and rkv enterprises private limited (group company, in which directors of the company is deemed to be interested) to settle their debt obligations subject to approval of the members through item no. 3 under section 185 and 186 of companies act, 2013.

The company, is now seeking approval of shareholders of the company by special resolution on the item no. 1 and 2. The board of directors, after evaluating the feasibility of various options, have decided to recommend these resolutions for your consideration. The board is of the opinion that the aforesaid resolutions are in the best interest of the company. 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. Chandamal Verma and Mr. Sunita Verma are in any way concerned or interested, in the proposed resolution.

Item No. 3

The wholly owned subsidiary of the company i.e. acceleratng education and development private limited (aedpl) took financial assistance in the form of term loan of rs. 125 crores and by issuing non-convertible debentures for the total amount of rs. 295 crores. 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, took financial assistance in the form of issuing non-convertible debentures of rs. 250 crores.

It is proposed to consider the transaction to make loan/investments/give guarantee/ provide security up to amount not exceeding rs. 250 crore. The company has received requests from aedpl and rkvepl to issue a corporate guarantee in connection with financial assistance availed by them for overall amount not exceeding rs. 250 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 21.10.2022 has proposed to create 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 (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 to secure such guarantee, the power may be delegated to 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. Chandalal Verma and Mr. 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

Date: 21.10.2022

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

RESONANCE EDUVENTURES LIMITED

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

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

NAME AND ADDRESS OF SHARE HOLDER

.....
.....
.....

FOLIO NO.

DP ID

CLIENT ID

I hereby record my presence at the 01/2022-23 Extra- ordinary 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 Wednesday, 16th Day of November, 2022 at 09:30 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 01/2022-23 Extra- Ordinary General Meeting of Shareholders of the Company to be held on Wednesday, 16th Day of November, 2022 at 9:30 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 Authorize Board to Raise Funds under Section 180(1)(c) of the Companies Act, 2013	
2.	To Authorize Board Under Section 180(1)(a) of Companies Act, 2013	
3.	To consider and approve the Loan and Investment by the Company in accordance with the provisions of Companies Act, 2013	

Signed this _____ day of _____ 2022

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

