

Notice of the 13th Annual General Meeting

Notice is hereby given that the 13th Annual General Meeting of **RBS FOUNDATION INDIA** will be held on Wednesday, 02nd September 2020 at 5.30P.M. through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary business:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, the Reports of the Directors and Auditors thereon;
2. To consider and if thought fit, to pass with or without modification(s) the –Following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time) and Ordinary Resolution passed by the members on 09th September, 2016, consent of members be and is hereby accorded to ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number 101049W), as the Statutory Auditors of the Company for the financial year ending 31st March, 2021 on such terms and conditions of the appointment as approved by the members at its aforementioned meeting.”

Special Business:

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

3. Appointment of Mr. Punit Sood (DIN: 00033799) as a Director of the Company

“**RESOLVED THAT** pursuant to applicable provisions of Section 152, and other applicable provisions of the Companies Act, 2013 and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Punit Sood (DIN: 00033799), who was appointed as Additional Director of the Company with effect from 10th March, 2020 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company on the term and conditions as decided by the Board and his office is not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Pawan Kaul (DIN: 08278663) as a Director of the Company

“**RESOLVED THAT** pursuant to applicable provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pawan Kaul (DIN: 08278663), who was appointed as Additional Director of the Company with effect from 13th December 2019 by the Board of Directors pursuant to Section

161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company on the term and conditions as decided by the Board and his office is not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

RBS Foundation India



N Sunil Kumar

Director

DIN: 03519333

Address: A-103, Nestle II Apartments, P.B. Marg,
Bombay Dyeing Compound, Lower Parel,
Delis le Road Mumbai 400013

Place: Mumbai

Date: 18th August 2020

Registered Office:

414 Empire Complex – East Wing,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013.

Notes:

In a wake of Coronavirus (COVID-19) outbreak and current lockdown and as directed, guided by State and Central Governments, the meeting will be held through video conference. The members shall participate through video conference mode only and shall contact the following person for co-ordination in this regard.

(Kindly insert the details of person for co-ordination)

Name: Caroline A Fernandes

Designation: Manager

Contact no.: 9820832038

E-mail: caroline.fernandes@rbs.com

To attend the Meeting, members are requested to access via zoom id : 9820832038

1. In view of the continuing restrictions on the movement of people at several places in the country and In accordance with General Circular no. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs the Annual General Meeting (“AGM”) is being held through video conference without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the Company situated at 414 Empire Complex - East Wing, Senapati Bapat Marg, Lower Parel (West) Mumbai 400013. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conference.
2. The members are requested to note that the facility for attending the Meeting through Video Conference shall be kept open at least 15 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conference portal during this time shall be considered for the purpose of quorum at the Meeting.
3. The members are requested to note that since the Meeting is being held through Video Conference, the facility for appointment of proxies shall not be available for the 13th Annual General Meeting of the Company. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as set out in this Notice is annexed hereto.
5. Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
6. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to caroline.fernandes@rbs.com
7. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent to caroline.fernandes@rbs.com

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 3:

Mr. Punit Sood (DIN: 00033799) was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 10th March 2020 to hold the office up to the date of this Annual General Meeting of the Company. In accordance with the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, approval of members is requested for the Appointment of Mr. Punit Sood as a Non-Executive Director of the Company.

The Board of Directors recommends passing of the resolution set out in Item no. 3 of the Notice conveying the meeting as an Ordinary Resolution for approval of the Members.

Except Mr. Punit Sood, Additional Director, None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the aforesaid resolution.

The Board recommends this resolution for approval by members of the Company as an Ordinary Resolution.

Item No. 4:

Mr. Pawan Kaul (DIN: 08278663) was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 13th December 2019 to hold the office up to the date of this Annual General Meeting of the Company. In accordance with the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, approval of members is requested for the Appointment of Mr. Pawan Kaul as a Non-Executive Director of the Company.

The Board of Directors recommends passing of the resolution set out in Item no. 4 of the Notice conveying the meeting as an Ordinary Resolution for approval of the Members.

Except Mr. Pawan Kaul, Additional Director, None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the aforesaid resolution.

By order of the Board

RBS Foundation India



N Sunil Kumar

Director

DIN:03519333

Address: A-103, Nestle II Apartments, P.B. Marg,

Bombay Dyeing Compound, Lower Parel,
Delisle Road Mumbai 400013

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