

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninth Annual General Meeting of RBS FOUNDATION INDIA will be held at 414 Empire Complex - East Wing, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013 on 9<sup>th</sup> September 2016 at 4.00 A.M. / P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the Reports of the Directors and Auditors thereon.
2. To ratify appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 (“the Act”), the consent of the Members of the Company be and is hereby accorded to ratify the appointment of M/s. Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/ W-100018) as the Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2017 on such terms and conditions of the appointment as approved by the Members at its Annual General Meeting of the Company held on 20<sup>th</sup> August, 2014 to hold office until the conclusion of the 12th Annual General Meeting .

**RESOLVED FURTHER THAT** a certified true copy of the said resolution be provided to the Auditors for their record and any of the directors of the Company be and is hereby authorized to take necessary action and steps to give effect to this resolution.”

### SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Mr. Sunil Kumar Nandamudi (DIN - 03519333) as Director of the Company:

**“RESOLVED THAT** Mr. Sunil Kumar Nandamudi (DIN - 03519333) who was appointed on January 15, 2016 as an Additional Director by the Board of Directors of the Company and holds office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013, the consent of the Members be and is hereby accorded for Regularizing his Appointment as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Mumbai for Changing the Designation of Mr. Sunil Kumar Nandamudi (DIN - 03519333) from Additional Director to Director of the Company and to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.”

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Mr. Balakrishna Pisupati (DIN - 07460147) as Director of the Company:

**“RESOLVED THAT** Mr. Balakrishna Pisupati (DIN - 07460147) who was appointed on May 02, 2016 as an Additional Director by the Board of Directors of the Company and holds office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013, the consent of the Members be and is hereby accorded for Regularizing his Appointment as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Mumbai for Changing the Designation of Mr. Balakrishna Pisupati (DIN - 07460147) from Additional Director to Director of the Company and to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.”

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Ms. Andrea Isabel Dacosta (DIN - 07554904) as Director of the Company:

**“RESOLVED THAT** Ms. Andrea Isabel Dacosta (DIN - 07554904) who was appointed on July 01, 2016 as an Additional Director by the Board of Directors of the Company and holds office upto the date of this Annual General Meeting under Section 161 of

Companies Act, 2013, the consent of the Members be and is hereby accorded for Regularizing her Appointment as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Mumbai for Changing the Designation of Ms. Andrea Isabel Dacosta (DIN - 07554904) from Additional Director to Director of the Company and to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.”

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Mr. Punit Sood(DIN - 00033799) as Director of the Company:

**“RESOLVED THAT** Mr. Punit Sood (DIN - 00033799) who was appointed on 9<sup>th</sup> September, 2016 as an Additional Director by the Board of Directors of the Company and holds office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013, the consent of the Members be and is hereby accorded for Regularizing his Appointment as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Mumbai for Changing the Designation of Mr. Punit Sood (DIN 00033799) from Additional Director to Director of the Company and to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for appointment of Mr. Ajith Sundaresh (DIN - 02602666) as Director of the Company:

**“RESOLVED THAT** Mr. Ajith Sundaresh (DIN - 02602666) who was appointed on 9<sup>th</sup> September, 2016 as an Additional Director by the Board of Directors of the Company and holds office upto the date of this Annual General Meeting under Section 161 of Companies Act, 2013, the consent of the Members be and is hereby accorded for Regularizing his Appointment as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Mumbai for Changing the Designation of Mr. Ajith Sundaresh (DIN - 02602666) from Additional Director to Director of the Company and to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolution.”

**ANY OTHER BUSINESS**

**By order of the Board  
RBS Foundation India**

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**N Sunil Kumar**  
Director  
DIN: 03519333  
Address: Flat no. 22, 2nd floor,  
'D' building, Century Park,  
Kashinath Dhuru Lane, Prabhadevi,  
Mumbai 400 025

**Place:** Mumbai

**Date:** 1<sup>st</sup> September 2016

**Registered Office:**

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

**Notes:**

- 1) A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the Meeting and vote thereat instead of himself/herself and such proxy need to be a member of the Company. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty. However, 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 and such person shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.

The proxy forms should be lodged with the company at the registered office at least 48 hours before the time of the meeting.

Under section 107 of Companies Act, 2013, voting is by show of hands unless a poll is demanded by the members present in person or by proxy, where allowed. The person demanding poll shall have not less than one-tenth of the voting power or shall have shares on which an aggregate sum of not less than five lakh rupees has been paid-up.

- 2) Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
- 3) All documents referred to in the notice are open for inspection at the registered office of the Company between 9.00 A.M. and 6.00 P.M. on all working days up to the date of the Meeting.
- 4) The relevant explanatory statement as per section 102(1) of the Companies Act, 2013 is enclosed herewith.

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

**ITEM NO: 3**

Mr. Sunil Kumar Nandamudi (DIN - 03519333) was appointed as Additional Director by the Board of Directors on January 15, 2016 under Section 161(1) of the Companies Act, 2013 to hold office upto the date of the ensuing annual general meeting.

Mr. Sunil Kumar Nandamudi not disqualified from being appointed as Director in terms of Section 164(2) of the Act. The Company had received the requisite Form DIR-2 and DIR-8 from him in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

None of the Director except Mr. Sunil Kumar Nandamudi interested in aforesaid resolution.

**ITEM NO: 4**

Mr. Balakrishna Pisupati (DIN - 07460147) was appointed as Additional Director by the Board of Directors on May 02, 2016 under Section 161(1) of the Companies Act, 2013 to hold office upto the date of the ensuing annual general meeting.

Mr. Balakrishna Pisupati is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. The Company had received the requisite Form DIR-2 and DIR-8 from him in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

None of the Director except Mr. Balakrishna Pisupati is interested in aforesaid resolution.

**ITEM NO: 5**

Ms. Andrea Isabel Dacosta (DIN - 07554904) was appointed as Additional Director by the Board of Directors on July 01, 2016 under Section 161(1) of the Companies Act, 2013 to hold office upto the date of the ensuing annual general meeting.

Ms. Andrea Isabel Dacosta is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. The Company had received the requisite Form DIR-2 and DIR-8 from him in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

None of the Director except Ms. Andrea Isabel Dacosta is interested in aforesaid resolution.

**ITEM NO: 6**

Mr. Punit Sood (DIN - 00033799) was appointed as Additional Director by the Board of Directors on 9<sup>th</sup> September, 2016 under Section 161(1) of the Companies Act, 2013 to hold office upto the date of the ensuing annual general meeting.

Mr. Punit Sood is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. The Company had received the requisite Form DIR-2 and DIR-8 from him in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

None of the Director except Mr. Punit Sood is interested in aforesaid resolution.

**ITEM NO: 7**

Mr. Ajith Sundaresh (DIN - 02602666) was appointed as Additional Director by the Board of Directors on 9<sup>th</sup> September, 2016 under Section 161(1) of the Companies Act, 2013 to hold office upto the date of the ensuing annual general meeting.

Mr. Ajith Sundaresh is not disqualified from being appointed as Director in terms of Section 164(2) of the Act. The Company had received the requisite Form DIR-2 and DIR-8 from him in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

None of the Director except Mr. Ajith Sundaresh is interested in aforesaid resolution.

**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: U45200MH2007NPL167933

Name of the Company: RBS FOUNDATION INDIA

Registered office: 414 Empire Complex - East Wing, Senapati Bapat Marg,  
Lower Parel (West), Mumbai - 400013

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

<b>Sr. no</b>	<b>Name</b>	<b>Address</b>	<b>E-mail Id</b>	<b>Signature</b>
1				
2				
3				



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the .....Annual general meeting/ Extraordinary general meeting of the company, to be held on the..... day of..... At..... a.m. / p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below :

**Resolution No.**

1.....

2.....

Affix Revenue Stamp
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Signed this..... day of..... 20....

Signature of shareholder

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**

(To be printed on the letter head of the Company)

**Attendance Slip**

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the 9th Annual General Meeting of the Company at its Registered Office at 414 Empire Complex - East Wing, Senapati Bapat Marg, Lower Parel (West) Mumbai - 400013 on 9<sup>th</sup> day of September, 2016 at time

Signature of Shareholder / Proxy Present.....

**Note: 1.**

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting