

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th 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 Monday, 13th August, 2019 at 6.00P.M. 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, 2019, 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, 2019 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. Neeraj Goyal as a Director of the Company.
“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re- enactment thereof), if any, of the Companies Act, 2013, approval of the members be and is hereby accorded to appoint Mr. Neeraj Goyal (DIN: xxx) as the executive /non-executive Director 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,
Delisle Road Mumbai 400013

Place: Mumbai

Date: 9th August 2019

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. Neeraj Goyal was proposed to be appointed as a Director of the Company with effect from 13th August, 2019, in accordance provisions of Section 152 and other applicable provisions (including any modification or re- enactment thereof), if any, of the Companies Act, 2013.

The Board of Directors recommends the resolution set out in Item no. 4 of the accompanying Notice for approval of the Members. None of the Directors of the Company, except Mr. Neeraj Goyal, are in any way concerned or interested in this 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

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the company, to be held on Monday, August 13, 2019 At 5.30p.m. at 414 Empire Complex - East Wing, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix Revenue Stamp

Resolution No.

- 1 To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, the Reports of the Directors and Auditors thereon;
- 2 To consider the ratification of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company;
- 3 Appointment of Mr. Neeraj Goyal as a Director of the Company.

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 12th 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 Monday, 13th August, 2019 at 5.30 P.M.

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.

ROUTE- MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING

