

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the members of **RMZ Corp Holdings Private Limited** is convened to be held on Monday, September 30, 2019 at 04.30 p.m. at the registered office of the company at 'The Millenia', Tower - B, Level 12-14, No.1 & 2, Murphy Road, Ulsoor, Bangalore – 560008, to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution:

***“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 consisting of the Balance Sheet, Cash Flow Statement and Profit & Loss Accounts along with the Notes thereon and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”*

2. To re-appoint M/s Prabhod Kulkarni & Co., Chartered Accountants, (Firm Regn. No. 011243S) as Auditors of the Company and pass the following resolution:

***“RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 and rules made thereunder, approval be and is hereby accorded for the re-appointment of M/s. Prabhod Kulkarni & Co., Chartered Accountants, (Firm Regn. No. 011243S) as Auditors of the Company for further period of five years from the financial year 2019-20 to till the conclusion of the Annual General Meeting for the financial year 2023-24 at a remuneration to be fixed the Board plus service taxes as applicable and reimbursement of out of pocket expenses incurred.*

Special Business:

- 3 To consider and if thought fit to pass with or without modification the following resolution, as an ordinary resolution.

***“RESOLVED THAT** Mr. V.S. Narayanan (DIN: 06390353), who was appointed as an Additional Director by the Board at its meeting held on September 17, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting be and is hereby appointed as a director of the company, not liable to retire by rotation.”*

4. To consider and if thought fit to pass with or without modification the following resolution, as an ordinary resolution.

***“RESOLVED THAT** Mr. G. Madhusudhana (DIN: 07335429), who was appointed as an Additional Director by the Board at its meeting held on September 17, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting be and is hereby appointed as a director of the company, not liable to retire by rotation.”*

On behalf of the Board
For RMZ Corp Holdings Private Limited

Sd/-
G. Madhusudhana
Director
DIN: 07335429

Date: 23rd September, 2019

Place: Bangalore

Notes:

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form duly filled should be lodged with the company not less than 48 hours before the commencement of the meeting.

Statement pursuant to section 102 (1) of the Companies Act, 2013

Item-3

Mr. V.S. Narayanan (DIN: 06390353) was appointed as Additional Director by the Board in its meeting held on September 17, 2019 with effect from that date, In terms of section 161 of the Companies Act, 2013 he holds office up to this Annual General Meeting. The Board, considering his vast experience feels that the appointment of Mr. V.S. Narayanan as a Director on the Board would be beneficial to the company.

None the directors except Mr. V.S. Narayanan or Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in this resolution.

The Board accordingly recommends the resolution as set out in item No. 04 of the accompanied notice for approval of the members.

Item-4

Mr. G. Madhusudhana (DIN: 07335429) was appointed as Additional Director by the Board in its meeting held on September 17, 2019 with effect from that date, In terms of section 161 of the Companies Act, 2013 he holds office up to this Annual General Meeting. The Board, considering his vast experience feels that the appointment of Mr. G. Madhusudhana as a Director on the Board would be beneficial to the company.

None the directors except Mr. G. Madhusudhana or Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in this resolution.

The Board accordingly recommends the resolution as set out in item No. 03 of the accompanied notice for approval of the members.

On behalf of the Board of Directors
For RMZ Corp Holdings Private Limited

Sd/-

G. Madhusudhana
Director
DIN: 07335429

Date: September 23, 2019

Place: Bangalore

FORM NO. MGT-11

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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: U70102KA2006PTC039111

Name of the company: RMZ CORP HOLDINGS PRIVATE LIMITED

Registered office: 'The Millenia', Tower – B, Level 12-14, No. 1 & 2, Murphy Road, Ulsoor, Bangalore – 560 008

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. Name:

2. Name:

Address:

Address:

E-mail Id:

E-mail Id:

Signature:....., or failing him

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Monday, September 30, 2019 at 04.30 p.m. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1: Item

2: Item

Signed this..... day of..... 20....

Affix
Revenue
Stamp

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.