

NOTICE TO MEMBERS

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Pygmalion Renaissance Private Limited will be held on 20th July 2020, Monday at 10:30 AM at the registered office of the Company situated at No.327-328, 80 Feet Road, Hal 2nd Stage, Indira Nagar, Bangalore - 560008, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March 2020 together with the reports of the Directors and Auditors thereon.
2. To appoint MDA & Co, Chartered Accountants, (FRN 012023S), as statutory auditors of the Company, to hold office for a period of 5 years from the conclusion of the 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

3. TO APPOINT MR. RAJAMANI VENKATESH (DIN: 01944130) AS DIRECTOR:

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

“RESOLVED THAT Mr Rajamani Venkatesh (holding DIN: 01944130), who was appointed by the Board of Directors of the Company as an additional director of the Company with effect from 20th Jan 2020 and who holds office until the date of the ensuing annual general meeting of the Company, be and is hereby appointed as a Director (non-executive, professional) of the Company, not liable to retire by rotation.”

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

4. TO AMEND THE OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** subject to the provisions of Section 13 (1) of Companies Act, 2013, and other applicable provisions of the Act, if any, and confirmation of the Registrar of Companies, the Object Clause of the Memorandum of Association of the Company be hereby altered by inserting the new object 2 after the existing object 1, under clause III.A of the Memorandum of Association of the Company which shall stand as follows:

“To carry on the business of marketing or distributing various banking financial and/or insurance products including but not limited to portfolio management services (PMS) products, mutual funds, life insurance, general insurance, sovereign gold bonds, government/RBI bonds (tax saving and taxable), fixed income securities, loan products, etc, in India or abroad either on its own or jointly in association with any other individual (s), person (s) or entity (ies).”

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

5. TO AUTHORISE THE BOARD TO CONTRIBUTE TO BONAFIDE AND CHARITABLE FUNDS:

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

“**RESOLVED THAT** pursuant to the provisions of section 181 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute and/or donate, from time to time, to any bonafide charitable and other funds, in the current financial year, 2020-2021, an amount in excess of 5% of the average net profits for the three immediately preceding financial years .

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to sign and execute all documents that may be required, on behalf of the Company and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By order of the Board
For Pygmalion Renaissance Private Limited**



**Venkateswaran Ramanan
Managing Director
DIN: 06657302**

Place: Bengaluru

Date: 15-June-2020

Notes:

1. Amidst the COVID-19 pandemic situation, Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 5th May 2020, allowed Companies to conduct their annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) in view of the continuing restrictions on the movement of persons at several places in the country and to avoid holding a general meeting which requires physical presence of the shareholders at a common venue. MCA further stated that General Circulars No.14/2020 dated 08th April 2020 and No.17/2020 dated 13th April 2020 issued by MCA with respect to holding extra-ordinary general meeting (EGM) through VC or OAVM may be referred to for the manner and mode of issuing notices for AGM
2. Pursuant to the aforementioned circulars, the Company has decided to provide an option for the members to attend the Company's AGM through OAVM in view of the continuing restrictions on the movement of persons at several places in the country and to avoid holding a general meeting which requires physical presence of the shareholders at a common venue.
3. Since an option to attend the AGM through OAVM is made available, physical presence of the members at the AGM has been dispensed with and thus there is no option to appoint proxy as opposed to the provision under section 105 of Companies Act, 2013 which allows a member to appoint a proxy to attend and vote at the general meeting on his behalf where he is unable to attend the same personally.
4. Corporate member(s) intending to authorise their representative to attend the AGM are requested to send a certified copy of board resolution authorising such representative to attend and vote on their behalf at this AGM to the Company's email id - srikanth@pygmalionwealth.com prior to the commencement of the meeting.
5. Explanatory statement pursuant to Section 102 of the Companies Act 2013 is annexed to this notice.
6. All documents referred to in the accompanying notice are available for inspection up to the date of AGM and the same shall be made available through your registered email, on specific request made by the members through email to srikanth@pygmalionwealth.com
7. Instructions for members to attend the AGM through OAVM mode
 - i) The meeting is scheduled to begin on 20th July 2020 at 10:30 AM
 - ii) The meeting will be held through Google Meet
 - iii) Following is the link through which the members can join the Company's AGM:
 - iv) <https://meet.google.com/mod-iqah-brs> An invitation of the link will also be sent to all members to their registered email id.
 - v) The members may join the meeting from any web browser by logging into their gmail account and clicking on the link sent by the Company to their email id.
 - vi) Alternatively, members may also join the AGM through their mobile phones by downloading the Google Meet app on their android or ios phones
 - Android users - use the below link to download the app from Google play store:
<https://play.google.com/store/apps/details?id=com.google.android.apps.meetings>
 - ios users – use the below link to download the app from App store:

<https://apps.apple.com/in/app/hangouts-meet-by-google/id1013231476>

- vii) In case of any queries or hindrance with regard to joining the meeting through Google Meet, you may :
 - send an email to srikanth@pygmalionwealth.com or
 - contact Mr Srikanth at +91 9900246455
 - viii) The members will be able to access the link 15 minutes before the scheduled time
 - ix) Members are requested to join the meeting on time and from a place where they have proper internet connection to avoid any hassles.
 - x) Members are requested to join the meeting from a secluded place to maintain confidentiality
 - xi) Members are requested to ensure that they have granted access to Google Meet to use their camera and microphone so that the other participants can see and hear them
 - xii) Members having any questions on the matters to be resolved at the meeting, may send their queries through email to the Company's email id – srikanth@pygmalionwealth.com any time prior to the commencement of the meeting
Post commencement of the meeting, the members may raise their queries directly through OAVM
 - xiii) During the meeting, matters requiring members' approval shall be put to vote by show of hands
 - xiv) In case a decision is made at the AGM to vote on any matter through poll, every member shall cast their vote through e-mail to the Company's email id – srikanth@pygmalionwealth.com, only from their email id registered with the Company
Note: In case of email being sent from any email id not registered with the Company, the same shall not be taken into consideration and shall be treated invalid
8. All documents/registers referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days up to the date of AGM for shareholders intending to be present at the venue of AGM physically
9. Instructions to members intending to be present at the venue of AGM physically for the meeting is as follows:
- a) Company has taken adequate steps to follow all guidelines specified by the Government with respect to COVID-19 pandemic situation.
 - b) Members travelling from different states are requested to ensure that you adhere to all the rules/guidelines as specified by the Government from time to time
 - c) Members will be allowed entry into the venue of AGM only after thermal check and ensuring that every member is wearing a mask.
 - d) Members aged 60+ and having pre-existing medical conditions such as cardiovascular disease, respiratory condition, diabetes, etc are requested to attend the AGM through OAVM
 - e) Members are requested to maintain social distancing when present at the venue of AGM
 - f) Members are requested to affix their signature at the space provided for in the attendance slip and handover the same at the entrance of the venue of this AGM.

- g) Corporate member(s) intending to send their authorised representatives to attend, are requested to send a certified copy of board resolution authorising such representative to attend and vote on its behalf at this AGM.
 - h) As per the requirement of secretarial standards – 2 notified under the Companies Act, 2013, Route Map to the venue of this AGM is annexed to this notice. Landmark:
Columbia Asia Hospital Head office
10. As always, we would be glad and will always look forward to all shareholders attending the Company's AGM physically. However, in view of the existing pandemic condition and for your own safety, we encourage all members to attend the AGM through OAVM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 3

Mr Rajamani Venkatesh, who was appointed as an additional Director of the Company pursuant to Section 161 of the Companies Act 2013 read with Article 24(g) of the Articles of Association of the Company, holds the office up to the date of ensuing Annual General Meeting of the company and is eligible for appointment as a Director, (non-executive, professional), not liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 3 of this AGM notice for the approval of the members of the company.

None of the Directors except Mr Rajamani Venkatesh, Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 3 of the Notice.

Details of Director proposed to be appointed as required under clause 1.2.5 of secretarial standards on General Meetings (SS-2)

PARTICULARS	INFORMATION
Age of the director appointed	50 years
Qualification	Post graduate
Experience	30 years
Terms and conditions of appointment	Appointed as non-executive director, not liable to retire by rotation
Remuneration sought to be paid	Nil (since a non-executive director)
Remuneration last drawn by such person, if applicable	Not Applicable
Date of first appointment on the board	20-Jan-2020
Shareholding in the company	181 equity shares
Relationship with other directors, manager and other key managerial personnel of the company	Not related

The number of meetings of the board attended during the year	1
Other directorships, membership/ chairmanship of committees of other boards	1) Ardelisys Technologies Private Limited – Director 2) Magnetic Faac India Private Limited - Director

Item No 4

The Company proposes to venture into an additional line of business i.e., to act as middlemen or corporate agent for the purpose of distributing or marketing various financial and/or insurance products viz., portfolio management services (PMS) products, mutual funds, life insurance, general insurance, sovereign gold bonds, government/RBI bonds (tax saving and taxable), fixed income securities, loan products, etc. The objects clause in the existing Memorandum of Association of the company does not authorise the Company to carry on the aforementioned activity. Hence the object clause of the memorandum of association of the Company need to be amended to include the following new object 2 after the existing object 1, under clause III.A of the Memorandum of Association of the Company:

“To carry on the business of marketing or distributing various banking financial and/or insurance products including but not limited to portfolio management services (PMS) products, mutual funds, life insurance, general insurance, sovereign gold bonds, government/RBI bonds (tax saving and taxable), fixed income securities, loan products, etc, in India or abroad either on its own or jointly in association with any other individual (s), person (s) or entity (ies).”

Amendment to the objects clause in the Memorandum of Association of the Company requires approval of shareholders of the Company by means of a special resolution as per the provisions of section 13(1) of Companies Act, 2013.

Hence the Directors recommend passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 4 of the Notice.

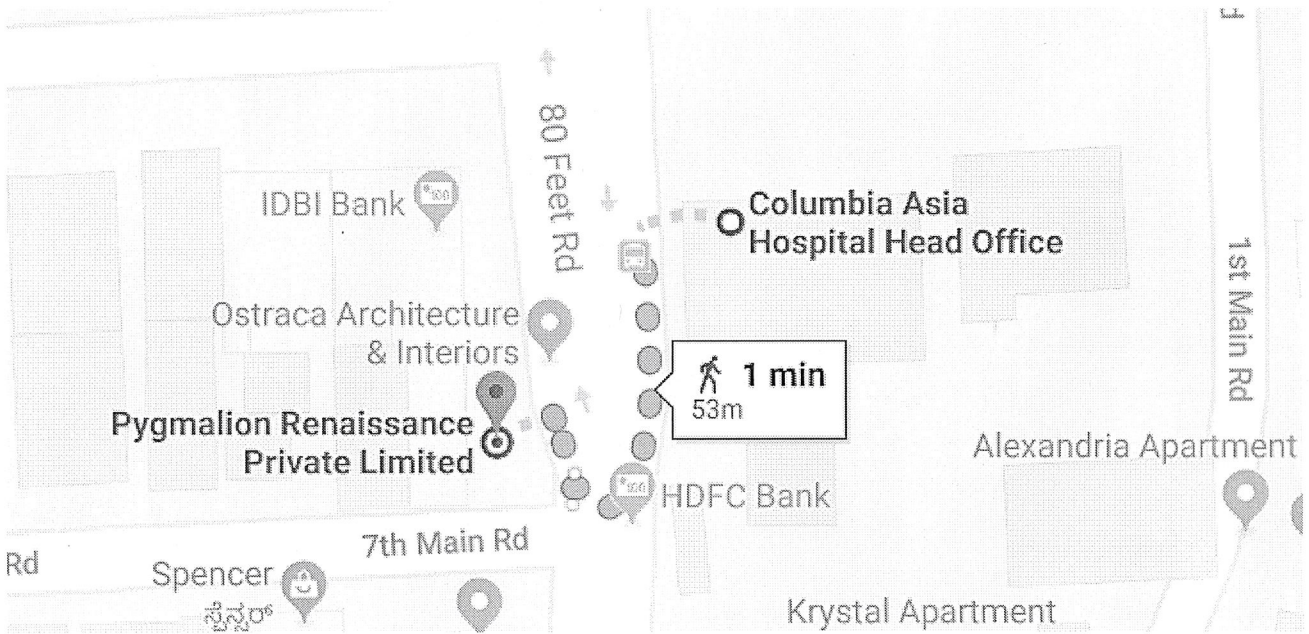
Item No 5

The board of directors of the Company propose to contribute to bonafide and charitable funds in excess of 5% of the Company's average net profits for three immediately preceding financial years. However, prior approval of shareholders of the Company is required for the same as per the provisions of section 181 of Companies Act, 2013.

Hence the Directors recommend passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 5 of the Notice.

Route Map for 2nd Annual General Meeting of the Company to be held at No.327-328, 80 Feet Road, Hal 2nd Stage, Indira Nagar, Bangalore - 560008 on Monday, the 20th day of July 2020 at 10:30 AM



PYGMALION RENAISSANCE PRIVATE LIMITED

No. 327-328, 80 Feet Road, Hal 2nd Stage Indira Nagar, Bangalore 560008

Attendance Slip

Shareholders attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 2nd Annual General Meeting of the Company at No. 327-328, 80 Feet Road, Hal 2nd Stage Indira Nagar, Bangalore 560008 at 10:30 AM on Monday, the 20th day of July 2020.

.....
Full name of the shareholder
(in block capitals)

.....
Signature

Folio No.