

Notice is hereby given that the Eighth (8th) Annual General Meeting (AGM) of the members of BASIX Academy for Building Lifelong Employability Limited" (B-ABLE) shall be held on Thursday, July 27, 2017 at 315/274, West End Marg, Saidulajaib, New Delhi 110030 at 5:15 P.M., to transact the following business

Ordinary Business:

Item No. 1

To consider and Adopt Audited Financials 2016-17

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2017, the profit and loss Account for the year ended on that date together with the report of the Board of Directors' and Auditors' thereon.

Item No. 2

Retirement of Directors by rotation

To appoint a Director in place of Mr. Anoop Kaul (DIN- 02545986), who retires from office by rotation, is being eligible, offers himself for re-appointment.

Item No. 3

To ratify appointment of auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) following resolution as an Ordinary Resolution-

RESOLVED THAT pursuant to the provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no. 3 of the Companies (Audit and Auditors) Rules 2014, appointment of M/s B.R. Maheswari & Co.(Firm Reg. No. -001035N), as the Statutory Auditors of the Company be and is hereby ratify for a period of one year till the conclusion of the next Annual General Meeting i.e. F.Y. 2017-18 on such remuneration as may

be fixed by the Board of Directors of the Company, besides service tax and any other applicable levies and reimbursement of travelling, communication and out of pocket expenses.”

Special Business:

Item No. 4

To consider, and if thought fit to pass, with or without modification, the following resolution as a Special Resolution for approval of taking premises on lease.

RESOLVED THAT consent of members be and is hereby accorded to take on lease the part of the property F-5, Ground Floor Kailash colony, Greater Kailash Part - I New Delhi – 110048 for commercial reasons from Indian Grameen Services, a non-profit company (CIN: U85320DL1987NPL027141) having its registered office at F-5, Ground Floor Kailash colony, Greater Kailash Part - I New Delhi – 110048, at such terms and conditions as the Board of directors in consultation with the other party deem fit, but which shall not be more than Rs. 1,00,000/- (Rupees One Lakh Only) per month plus applicable taxes.”

RESOLVED FURTHER THAT the said lease deed with Indian Grameen Services shall be renewed for F.Y. 2018-19 onwards, at such terms and conditions as the Board of Directors may decide from time to time in consultation with the other party.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all necessary things, deeds and acts as required to give effect to the above resolution including filing of Forms, Returns etc. to the authorities concerned.

ITEM No. 5

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director .

RESOLVED THAT pursuant to sections 160 & 161 of the Companies Act ,2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Muralidharan Thyagarajan (holding DIN- 00052097) who was

appointed as an Additional Director in the meeting of the Board of Directors held on August 27, 2016 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”

ITEM No. 6

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Director .

RESOLVED THAT pursuant to sections 160 & 161 of the Companies Act ,2013 and any other applicable provision (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Mehmood Khan (holding DIN- 01109224) who was appointed as an Additional Director in the meeting of the Board of Directors held on August 27, 2016 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the director be and is hereby appointed as director of the Company.”

ITEM No. 7

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for appointment of Mr. Sattaiah Devarakonda as MD & CEO

“**RESOLVED THAT** pursuant to provision of the Articles of Association of the Company and Sections 197, 198 ,203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and any consent, approval or permission as may be necessary in this regard and subject to such implications as may be imposed by any authority while granting such consent, approval or permission and as are agreed to by the Board of Directors, consent of shareholders of the company be and is hereby accorded to the appointment of Mr. Sattaiah Devarakonda (DIN: 02963934) as the “Managing Director” and Chief Executive Officer (CEO) of the Company for a period of two(2) years with effect from August 27, 2016, on the following terms and conditions:

- | | | | |
|----|---------------|---|---|
| 1. | Designation | : | Managing Director & CEO |
| 2. | Tenure | : | Two years w.e.f August 27, 2016 |
| 3. | Role | : | Governance, Strategy and over all Execution |
| 4. | Remuneration | : | Nil |
| 5. | Reimbursement | : | As per Company Policy |
| 6. | Resignation | : | One month written notice |

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** An instrument appointing a proxy in order to be effective must be received by the Company at its registered office at least 48 hours before the meeting.

For and on Behalf of
BASIX ACADEMY FOR BUILDING LIFELONG EMPLOYABILITY LIMITED

Sd/-

Sattaiah Devarakonda
Managing Director & CEO
DIN: 02963934

VASAVIS LIFESTYLE RESIDENCY, NO 6-3-1206 TO 1213
FLAT NO 202 VAHANNAIK LANE KUNDHANBAGH
B EGUMPET HYDERABAD 500016

Place: New Delhi

Date: June 28, 2017

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

ITEM NO.4

A company is required to seek the approval of shareholders by a special resolution for entering into a transaction for leasing under 188(1).

Rule 15 of Companies(Meetings of Board and its powers)Rules, 2014 requires that the company shall not enter into a contract for leasing of property of any kind exceeding ten percent of the net worth of the company or ten per cent of the turnover of the company or rupees one hundred crore, whichever is lower.

As the net worth of the Company is negative, hence the special resolution.

Accordingly, the Board recommends the resolution No. 4 in relation to taking on lease part of the property for the approval by the shareholders of the Company.

All documents concerning the item are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

None of the Directors of the Company except Mr. Sattaiah Devarakonda, is in any way concerned or interested in the resolution except in their interest as directors of the company.

ITEM NO.5 & 6

(a) The Board, at its meeting held on August 27, 2016 appointed Mr. Muralidharan Thyagarajan as an additional director of the company with effect from August 27, 2016, pursuant to section 161 of the Companies Act, 2013. Hence he will hold office up to the date of the ensuring Annual General Meeting.

(b) The Board, at its meeting held on August 27, 2016 appointed Mr. Mehmood Khan as an additional director of the company with effect from August 27, 2016, pursuant to section

161 of the Companies Act, 2013. Hence he will hold office up to the date of the ensuing Annual General Meeting.

Under section 160 of Companies Act 2013, a notice in writing has been received from Mr. Sushil Ramola proposing them for directorships of the Company along with a deposit of Rs. 1 Lac/- each as required under the aforesaid section.

The Company has received from Mr. Muralidharan Thyagarajan and Mr. Mehmood Khan (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors.

Accordingly, the Board recommends the resolution Nos. 5 & 6, in relation to appointment of Mr. Muralidharan Thyagarajan and Mr. Mehmood Khan as Directors, respectively, for the approval by the shareholders of the Company.

All documents concerning these items are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

Except Mr. Muralidharan Thyagarajan in case of resolution no.5 and Mr. Mehmood Khan in case of resolution no.6, none of the Directors of the Company is in any way concerned or interested in the resolutions.

ITEM No. 7

Pursuant to section 196, 197 and 203 of the Companies Act, 2013, the Board, at its meeting held on August 27, 2016 appointed Mr. Sattaiah Devarakonda as Managing Director & CEO of the company with effect from August 27, 2016.

As per section 196(4) of Companies Act 2013 - a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company, hence the resolution.

The Board considers that appointment of Mr. Sattaiah Devarakonda as Managing Director & CEO, would be of immense benefit to the Company and it is desirable to avail his services as MD & CEO.

Accordingly, the Board recommends the resolution No. 7, in relation to appointment of Mr. Sattaiah Devarakonda as Managing Directors & CEO for the approval by the shareholders of the Company.

All documents concerning the items are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

Except Mr. Sattaiah Devarakonda, none of the Directors of the Company is in any way concerned or interested in the resolution.

For and on Behalf of
BASIX ACADEMY FOR BUILDING LIFELONG EMPLOYABILITY LIMITED

Sd/-
Sattaiah Devarakonda
Managing Director & CEO
DIN: 02963934

Place: New Delhi
Date: June 28, 2017

PROXY FORM

BASIX Academy for Building Lifelong Employability Limited

F-5, Ground Floor, Kailash Colony, New Delhi

Email: [deepika.bhatt @b-able.in](mailto:deepika.bhatt@b-able.in)

Website: www.b-able.in

Name of the Member:
Residential Address :
Email Id :
DP Id / Folio No. :

I/We -----being a member of the above-named Company, hereby appoint-----
-----as our proxy to attend and vote for us and on our behalf at the Annual
General Meeting of the Company, to be held on -----, 2017 -----
AM/PM at ----- and at any adjournment thereof.

Signed this -----day of ----- 2017

Signature of the Shareholder -----

Signature of Proxy holder -----

Affix Revenue Stamp

P.S. This form 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.

Route Map

315/274, West End Marg, Saidulajaib, New Delhi 110030

