

**Rohini Nilekani Philanthropies Foundation**

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



**NOTICE OF 3RD (THIRD) ANNUAL GENERAL MEETING**

Notice is hereby given that the 3rd (Third) Annual General Meeting of the Members of **ROHINI NILEKANI PHILANTHROPIES FOUNDATION ("The Company")**, will be held on **Monday, the 28th day of July 2025 at 5:45 pm (IST)** in Physical Mode at **EkStep People + Possibilities Centre, 4th Floor Conference Room, Quest Building, No 86, 7th Cross Rd, KHB Block Koramangala, Bengaluru, Karnataka 560034, India**, 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 2025, consisting of Balance Sheet, Statement of Income & Expenditure and Cash Flow Statement along with Notes and such other documents appended to the financial statements, together with the Report of Directors and Auditors thereon.

**SPECIAL BUSINESS:**

- 2) To consider and if thought fit, to pass with or without modification, the following Resolutions as an Ordinary Resolution:

**TO CONSIDER THE APPOINTMENT OF DR. JANHAVI NILEKANI, (DIN: 00281663) AS A DIRECTOR**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, Dr. Janhavi Nilekani, (DIN: 00281663) who was appointed as an Additional Director of the Company with effect from 29th June 2025, pursuant to Section 161 of the Act read with *Article 61* of the Articles of Association of the Company, and who has given her consent to act as a Director of the Company together with a declaration to the Company that she is qualified to be appointed as a Director of the Company, and that she has not encountered any of the disqualifications specified in Section 164 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

For and on behalf of the Board of Directors of  
**ROHINI NILEKANI PHILANTHROPIES FOUNDATION**

**ROHINI NILEKANI**

Chairperson and Director (DIN: 00038282)

No. 856, 13th Main, 3rd Block,

Koramangala, Bangalore-560034, Karnataka, India

Date: 28/07/2025

Place: Bangalore

## Rohini Nilekani Philanthropies Foundation

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



### NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, on his behalf. As per Article 51 of Articles of Association of the Company, the proxy should be a member of the Company and as per Article 53 of Articles of Association of the Company, the instrument appointing a proxy, must be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the time for holding the general meeting at which the person named in the instrument proposed to vote, and in the event of any default, the instrument of proxy, shall not be treated as valid. Considering the shorter length of the notice of this Annual General Meeting, the shareholders are allowed to deposit the proxy form at the Registered Office of the Company up to the commencement of the Annual General Meeting.
- 2) The copy of Annual Report, Notice of 6th (Sixth) Annual General Meeting along with the supporting Annexures are being given to the members either through hand delivery or through email. Members are requested to update their preferred e-mail addresses and addresses with the Company, which will be used for the purpose of future communications.
- 3) Members may also note that the AGM notice has been displayed on the website of the Company.
- 4) Members/Proxies are requested to produce the enclosed Attendance Slips duly filled and signed as per the specimen signature recorded with the Company before admission to the Meeting Hall.
- 5) Consent for Shorter Notice from Members has been solicited, as the Company is not able to give a Notice of 7 (Seven) days for the Annual General Meeting in accordance with *Article 41* of the Articles of Association of the Company.
- 6) Moreover, the Company is bound, pursuant to Section 136 of the Companies Act, 2013, read with the notification of MCA dated 5<sup>th</sup> June 2015, to give copy of the financial statements, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting not less than **15 days** before the date of the Annual General Meeting. As this is also not practicable, in due compliance with this provision, consent for Shorter Notice from Shareholders has been solicited.
- 7) The form for providing consent by Shareholders for both the aforementioned purposes is enclosed hereto and the Shareholders are required to provide the form, duly signed by them as per the specimen signature recorded with the Company before their admission to the meeting hall.
- 8) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
- 9) The Register of Contracts or arrangements in which Directors are interested and Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 189 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for inspection at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
- 10) In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
- 11) The Route Map for the venue of the Meeting can be found attached to this Notice.

For and on behalf of the Board of Directors of  
**ROHINI NILEKANI PHILANTHROPIES FOUNDATION**

**ROHINI NILEKANI**

Chairperson and Director (DIN: 00038282)

No. 856, 13th Main, 3rd Block,  
Koramangala, Bangalore-560034,  
Karnataka, India

Date 28/07/2025

Place: Bangalore



## Rohini Nilekani Philanthropies Foundation

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### **AGENDA # 2: APPOINTMENT OF DR. JANHAVI NILEKANI (DIN: 00281663) AS A DIRECTOR**

The Company had a lean Board with just 2 minimal directors which prompted the Board to see value in onboarding an additional Resident Director to manage the affairs of the Company effectively and holding Board Meetings with appropriate quorum from time to time. Therefore, Dr. Janhavi Nilekani, (DIN: 00281663), was approached to assume directorship in the Company, which she consented. As she is extensively involved in philanthropic activities she is considered to be the best resource for induction as a director. The Board was therefore requested to consider her induction, which approved her appointment as an Additional Director with effect from 29th June 2025 and her tenure as Additional Director ceases from the date of ensuing Annual General Meeting, unless appointed thereat by the Members by passing necessary Resolution.

Therefore, an appropriate Resolution for appointment of Dr. Janhavi Nilekani, (DIN: 00281663) as a Director of the Company has been included in the Notice convening the Annual General Meeting under Agenda No. 2 and proposed for Member's approval by way of an Ordinary Resolution.

The details of the Director are as under

Sl. No.	Subject	Particulars
1	Director Identification Number (DIN)	00281663
2	Name (in full)	DR. JANHAVI NILEKANI
3	Date of birth	15/02/1988
4	Qualification	PhD in Public Policy, BA, cum laude, in Economics and International Studies
5	Terms & Condition	Non-Executive Director of the Company
6	Remuneration last drawn	NIL
7	Date of first appointment on the Board	29th June, 2025
8	Shareholding in the Company	10 Equity Shares of Rs. 10/- each
9	Relationship with other Directors	Daughter of Mrs. Rohini Nilekani Sister of Mr. Nihar Nilekani
10	Relationship with Manager	Not Applicable
11	Relationship with Key Managerial Personnel (KMP)	None
12	No. of Meeting of the Board attended during the year	1 (One only)
13	No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	3 (THREE)
		None
14	Membership or Chairmanship of Committees of other Boards in other companies	None

## Rohini Nilekani Philanthropies Foundation

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



The Board commends the Ordinary Resolution set out in Agenda No. 2 of the Notice for approval by the members.

**Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Act:**

- The existing directors, namely, Mrs. Rohini Nilekani and Mr. Nihar Nilekani, are indirectly interested or concerned in the passing of this Resolution as the proposed new director is their close relative. The proposed new director, namely, Dr. Janhavi Nilekani, (DIN: 00281663), is directly concerned or interested in passing of the Resolution under Agenda No. 2.
- The Company has not appointed any manager, and hence, his/her interest or concern in this resolution does not arise.
- Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Nevertheless, the Company had voluntarily appointed a CEO and CFO for administrative conveniences, who are key managerial personnel, and there is no concern or interest, whether financially or otherwise, of those Key Managerial Personnel in passing this Resolution.
- Except as stated in clause 'a' hereinabove, no other relatives of directors, manager or key managerial personnel is concerned or interested in this resolution.

For and on behalf of the Board of Directors of  
**ROHINI NILEKANI PHILANTHROPIES FOUNDATION**

**ROHINI NILEKANI**

Chairperson and Director (DIN: 00038282)

No. 856, 13th Main, 3rd Block,  
Koramangala, Bangalore-560034,  
Karnataka, India

Date 28/07/2025

Place: Bangalore



## Rohini Nilekani Philanthropies Foundation

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

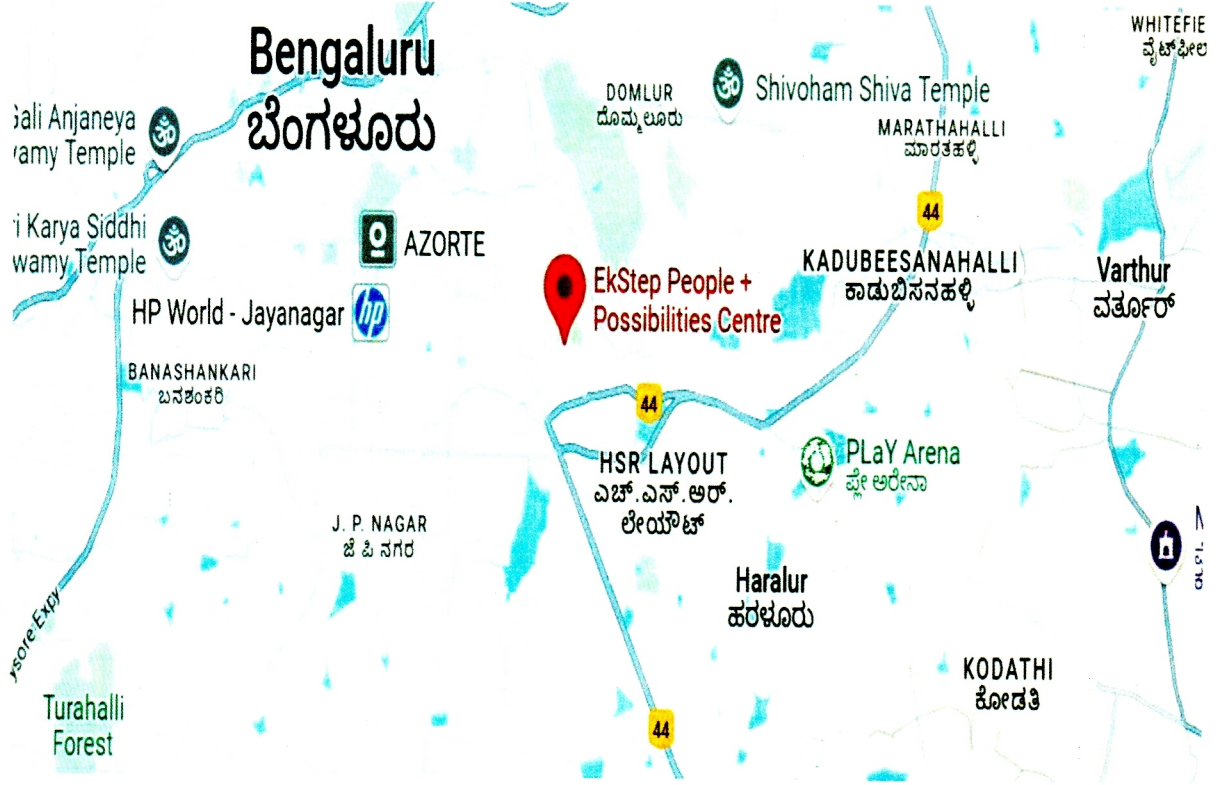
CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



### ROUTE MAP



Venue of AGM: **EkStep People + Possibilities Centre, 4th Floor Conference Room, Quest Building, No 86, 7th Cross, Rd, KHB Block Koramangala, Bengaluru, Karnataka 560034, India**

Landmark : **Koramangala 3rd Block Park**

**Rohini Nilekani Philanthropies Foundation**

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



**ROHINI NILEKANI PHILANTHROPIES FOUNDATION**

**Registered Office: 1A 101, WeWork Galaxy, 43, Residency Road, Richmond Town,  
Bangalore - 560025, Karnataka, India**

**CONSENT BY SHAREHOLDER FOR SHORTER NOTICE**

[Pursuant to Section 101(1) & 136 (1) of the Companies Act, 2013]

**3RD (THIRD) ANNUAL GENERAL MEETING – 28/07/2025**

To,

The Board of Directors

**Rohini Nilekani Philanthropies Foundation**

Registered Office: 1A 101, WeWork Galaxy, 43, Residency Road,  
Richmond Town, Bangalore - 560025, Karnataka, India

I, \_\_\_\_\_, S/o. or D/o. \_\_\_\_\_, residing at \_\_\_\_\_

holding \_\_\_\_\_ Equity Shares of Rs.10/- each, in the Company in my own name, hereby give

- consent pursuant to Section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting on **Monday, the 28th day of July 2025**, at shorter notice
- agree pursuant to Section 136 of the Companies Act, 2013 read with MCA notification dated June 5, 2015, to receive copy of the financial statements, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting at a period less than 14 days before the date of the meeting.

Date: **28th July 2025**

Signature of the Shareholder/~~Proxy~~/Representative\*

\*Strike out whichever is not applicable

**ROHINI NILEKANI PHILANTHROPIES FOUNDATION**

**Registered Office: 1A 101, WeWork Galaxy, 43, Residency Road, Richmond Town,  
Bangalore - 560025, Karnataka, India**

**ATTENDANCE SLIP - 3RD (THIRD) ANNUAL GENERAL MEETING – 28/07/2025**

**(Please complete this attendance slip and hand it over at the entrance of the Hall)**

I/ We hereby record my/~~our~~ presence at the 3rd (Third) Annual General Meeting of **ROHINI NILEKANI PHILANTHROPIES FOUNDATION** on **Monday, the 28th day of July 2025, at 5:45 PM (IST)**, at **EkStep People + Possibilities Centre, 4th Floor Conference Room, Quest Building, No 86, 7th Cross Rd, KHB Block Koramangala, Bengaluru, Karnataka 560034, India.**

Folio No./DP ID-Client ID: .....

Full Name of the Shareholder in Block Letters: .....

No. of Shares held: .....

Name of Proxy (if any) in Block Letters: .....

Signature of the Shareholder/Proxy/Representative\*

\*Strike out whichever is not applicable



# Rohini Nilekani Philanthropies Foundation

1A 101, WeWork Galaxy, 43, Residency Road,  
Bangalore-560025, Karnataka, India

T +91 80 44451522

CIN No: U85100KA2022NPL159639

Email: [contact@rohininilekaniphilanthropies.org](mailto:contact@rohininilekaniphilanthropies.org)

Website: <https://rohininilekaniphilanthropies.org/>



## 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 : U85100KA2022NPL159639

Name of the Company : ROHINI NILEKANI PHILANTHROPIES FOUNDATION

Registered Office : 1A 101, WeWork Galaxy, 43, Residency Road, Richmond Town, Bangalore - 560025

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of ..... (.....) shares of the above-named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **3rd (Third) Annual General Meeting of the Company**, to be held on the on **Monday, the 28th day of July 2025, at 5:45 PM (IST)**, at **EkStep People + Possibilities Centre, 4th Floor Conference Room, Quest Building, No 86, 7th Cross Rd, KHB Block Koramangala, Bengaluru, Karnataka 560034, India**, and at any adjournment thereof in respect of the Resolution as are indicated below:

- 1) To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025 consisting of Balance Sheet, Statement of Income & Expenditure and Cash Flow Statement along with Notes and such other documents appended to the Annual Financial Statements together with the Report of the Board of Directors and Auditors thereon.
- 2) Appointment of Dr. Janhavi Nilekani, (DIN: 00281663) as Director.

Signed this ..... day of..... 2025

Signature of Shareholder: .....

Affix Revenue  
stamp

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.