NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. THINK & LEARN PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2015, AT REGISTERED OFFICE AT 04.00 PM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

01. To consider and if thought fit to pass, with or without modification, the following resolution as an “Ordinary Resolution”:

“RESOLVED THAT the audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss of the Company for the year ended on that date, together with Director’s Report and the Auditor’s Report thereon as presented to the meeting be and hereby approved and adopted.”

02. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Deloitte Haskins & Sells LLP. (Firm Registration No. 117366W/W-100018) Chartered Accountants, be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Singhvi, Dev & Unni, (Firm Registration No. 003867S) Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2020 subject to the ratification of appointment by members at every Annual General Meeting held after this Annual General Meeting and Mr. Byju Raveendran (DIN:...
Managing Director of the Company be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

03. To consider and if thought fit to pass, with or without modification, the following resolution as an Special Resolution:

**Alteration of Articles of Association:**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules there under as amended from time to time, the Articles of Association of the Company be and are hereby altered by inserting the following para to clause 8 under chapter 4:

Subject to the provisions of the Act and these Articles including but not limited to Article 29 which deals with affirmative voting matters and without prejudice to the other powers conferred by these Articles, the Directors shall have the powers from time to time, at their discretion, to borrow any sum or sums of money/ies for the purposes of the Company provided that the total amount borrowed at any time together with the money/ies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of any shares, bonds, debentures, debenture-stock or other securities.
RESOLVED FURTHER THAT any of the existing directors of the Company be and is hereby severally authorized to sign, execute and file the necessary e-forms and documents with the Registrar of Companies, Karnataka and to do all other acts, things which are necessary to give effect to this resolution."

By order of the Board of Directors

FOR THINK & LEARN PRIVATE LIMITED

[Signature]

CHAIRMAN

Place: Bangalore

Date: 22.09.2015
NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself/himself and the proxy need not be a member of the company. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 (forty eight) hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. The blank proxy form under MGT-11 is enclosed.

2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that 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.

3. Members/proxies should fill in the attendance slip for attending the meeting. Members are requested to bring their attendance slip.

4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Only bona-fide members of the company whose names appear on the register of members/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working days during the working hours of the Company.
7. The related explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Item No. 3 is set out in this notice is annexed hereto.

By order of the Board of Directors

FOR THINK & LEARN PRIVATE LIMITED

[Signature]

CHAIRMAN

Place: Bangalore
Date: 22.09.2015
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the items of Special Business of the Notice dated 22.09.2015 and the same should be taken as forming part of the Notice.

Item Number 02:

The Statutory Auditors, M/s. Singhvi, Dev & Unni. (Firm Registration No. 003867S) Chartered Accountants, have expressed their inability to continue as the Statutory Auditors of the Company. A notice has been received from a member proposing appointment of M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366W/W-100018) Chartered Accountants, as the statutory auditors.

The Board has considered the qualifications and experience of the proposed Auditor and has recommended their appointment.

The Board of Directors has considered the matter and recommends the passing of the ordinary resolution appointing M/s. Deloitte Haskins & Sells LLP. (Firm Registration No. 117366W/W-100018) Chartered Accountants, as Statutory Auditors in place of the M/s. Singhvi, Dev & Unni, (Firm Registration No. 003867S) Chartered Accountants. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in rule 4 of the companies (Audit and Auditors) rules, 2014 has been received.

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. 2 of the notice.

Notice of AGM 30-9-15

6/11
**Item Number 03:**

Pursuance to the Term Loan Agreement dated 02.09.2015 executed between the Company and Innoven Capital India Private Limited duly approved by the Board of Directors, the Articles of Association of the Company is required to be amended to suitably incorporate therein the relevant terms of the aforesaid agreement.

As per Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules there under as amended from time to time, approval of the Shareholders of the Company in the general meeting by means of a special resolution is required by the Company to amend the Articles of Association. The board therefore recommends the amendment of the existing Articles of Association of the Company and adoption of the amended Articles of Association.

The copy of the Articles of Association of the Company, together with the proposed changes will be available for inspection at the registered office of the Company during the business hours.

None of the director(s) / key managerial personnel / relatives of the director are concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the notice.

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By order of the Board of Directors

FOR THINK & LEARN PRIVATE LIMITED

[Signature]

CHAIRMAN

Place: Bangalore

Date: 22.09.2015

Notice of AGM 30-9-15 7/11
ANNUAL GENERAL MEETING ATTENDANCE SLIP

I hereby record my presence at the Fourth Annual General Meeting of the Company on Wednesday, 30th Day of September, 2015, at 04.00 PM at Registered office

Folio No: ............................................................

Name of the Shareholder ..................................................

No. of Shares held ....................................................

Signature of shareholder

Notice of AGM 30-9-15 8/11
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: U80903KA2011PTC061427
Name of the company: Think & Learn Private Limited
Registered office: No. 113, 3rd Floor, Prestige Pinnacle, Koramangala Industrial Estate, Bangalore – 560095

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: ...............................................................  
   Address: .............................................................  
   E-mail Id: ...........................................................  
   Signature: .......................................................... or failing him

2. Name: ...............................................................  
   Address: .............................................................  
   E-mail Id: ...........................................................  
   Signature: .......................................................... or failing him

Notice of AGM 30-9-15 9/11
3. Name: ........................................
   Address: ........................................
   E-mail Id: ........................................
   Signature: .....................................or failing him

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 the Wednesday, 30th Day of September, 2015, at 04.00 PM at Registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1. To approve the financial statements and the Board's report.
2. To appoint the statutory auditors
3. To alter Articles of Association

Signed this ...... day of......... 2015.

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.

Notice of AGM 30-9-15
Registered Office:

No. 113, 3rd Floor, Prestige Pinnacle,
Koramangala Industrial Estate,
Bangalore – 560095