NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th Annual General Meeting of the Members of the Company will be held on Thursday, 14th day of November 2019 at 10.00 a.m. (IST) at the Registered Office of the Company at IBC Knowledge Park, 4/1, 2nd Floor, Tower D, Bannerghatta Main Road, Bangalore – 560029, Karnataka, India, to transact the following businesses:

ORDINARY BUSINESS:

1] To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the report of Directors and Auditors thereon:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read together with the relevant Rules made there-under (including any statutory modifications and/or re-enactment, for the time being in force), the audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended 31st March 2019 together with the Report of the Board of Directors along with annexures and the Report of the Statutory Auditors thereon, be and are hereby approved and adopted.”

SPECIAL BUSINESS:

2] To confirm the appointment of Mr. Russell Andrew Dreisenstock (DIN: 08368304), as a Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under (including any statutory modifications and/or re-enactment, for the time being in force), Mr. Russell Andrew Dreisenstock (DIN: 08368304), who was appointed as an Additional Director at the meeting of the Board of Directors held on 2nd May, 2019, and who holds office upto the date of this 8th Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Byju Raveendran (DIN: 03408398), Chairman & Managing Director, Mr. Riju Ravindran (DIN: 03416072), Director, Ms. Divya Gokulnath (DIN: 03415950), Director, be and are hereby severally authorized on behalf of the Company:
[a] to take all necessary steps to confirm/regularise the appointment of Mr. Russell Andrew Dreisenstock as a Director of the Company;

[b] to verify, sign, execute and submit the necessary Documents and Forms with the jurisdictional Registrar of Companies; and

[c] to do all such acts, deeds, matters and things in their absolute discretion, deem necessary, expedient, usual or proper, to be in the best interest of the Company; and to settle all doubts, difficulties that may arise from time to time while giving effect to this Resolution.”

Date: 08-11-2019
Place: Bangalore

For and on behalf of the Board of Directors of
THINK & LEARN PRIVATE LIMITED,

BYJU RAVEENDRAN
Chairman & Managing Director
DIN: 03408398
No.43, Yoganarasimha
14th Main, 15th Cross, BDA Complex
HSR Layout, Sector-4, Bangalore – 560102
Karnataka, INDIA
NOTES:

1] Consent for Shorter Notice from Shareholders has been solicited, which would be collected at the commencement of the Meeting, since Company is not in a position to give Twenty-One (21) days’ notice for the Annual General Meeting (AGM).

2] Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business has been attached hereto and forms part of the Notice.

3] **A Member entitled to attend and vote at the Meeting is entitled to appoint one or more persons as his/her Proxy/ies to attend and vote on a poll instead of himself / herself and such Proxy/ies need not be a Member/s of the Company.**

4] Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the relevant Board Resolution together with the respective specimen signature of those representative(s) authorised under the said resolution to attend and vote on their behalf at the AGM.

5] Guidelines for attending the AGM of the Company:
   [a] The instrument appointing Proxy, duly completed, must be deposited at the Company’s Registered Office of the Company, not less than 48 hours before the time for holding the AGM. Proxy Form for the AGM is enclosed.
   [b] A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other person or shareholder.
   [c] Members/Proxies should bring the duly filled and signed Attendance Slip enclosed herewith to attend the Meeting and handover the same at the entrance of the venue of the AGM.
   [d] Member(s) are requested to bring the copy of their Annual Report to the AGM.

6] All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the AGM.

7] The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
At the 4th AGM held on September 30, 2015, the Members of the Company approved appointment of M/s. Deloitte, Haskins & Sells LLP, Chartered Accountants, holding Firm Registration Number 117366W/W-100018 as Statutory Auditors of the Company to hold office for a period of five consecutive financial years from the conclusion of that AGM till the conclusion of the 9th AGM to be held in the year 2020, subject to ratification of his appointment by Members at every AGM.

The requirement to place the matter relating to auditors’ appointment for ratification by Members at every AGM has been omitted pursuant to the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors in consultation with them.

For and on behalf of the Board of Directors of THINK & LEARN PRIVATE LIMITED,

BYJU RAVEENDRAN
Chairman & Managing Director
DIN: 03408398
No.43, Yoganarasimha
14th Main, 15th Cross, BDA Complex
HSR Layout, Sector-4, Bangalore – 560102
Karnataka, INDIA

Date : 08-11-2019
Place : Bangalore
AGENDA#2 TO CONFIRM THE APPOINTMENT OF MR. RUSSELL ANDREW DREISENSTOCK (DIN: 08368304), AS A DIRECTOR OF THE COMPANY:

Your directors inform you that Mr. Russell Andrew Dreisenstock (DIN: 08368304), was appointed as an Additional Director on the Board of the Company with effect from May 2, 2019, to hold the position up to this Annual General Meeting of the Company.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read together with the applicable provisions of Articles of Association of the Company, the tenure of Mr. Russell Andrew Dreisenstock as an Additional Director ceases/concludes with the holding of this Annual General Meeting.

Accordingly, suitable Agenda has been inserted in the notice convening the meeting. Hence, the Board recommends the Ordinary Resolution as set out in agenda number 2 of the notice for your approval in the interest of the Company.

None of the Directors of the Company except Mr. Russell Andrew Dreisenstock, are interested, either directly or indirectly, in the proposal contained as aforesaid, except as any other Shareholder of the Company.

None of the Directors, Key Managerial Personnel and their Relatives are concerned / interested in this Resolution (financially or otherwise) except in the capacity of Shareholders of the Company.

For and on behalf of the Board of Directors of
THINK & LEARN PRIVATE LIMITED,

BYJU RAVEENDRAN
Chairman & Managing Director
DIN: 03408398
No.43, Yoganarasimha
14th Main, 15th Cross, BDA Complex
HSR Layout, Sector-4, Bangalore – 560102
Karnataka, INDIA

Date : 08-11-2019
Place : Bangalore
CONSENT BY SHAREHOLDER FOR SHORTER NOTICE
[Pursuant to Section 101(1) of the Companies Act, 2013]

To:
The Board of Directors
THINK & LEARN PRIVATE LIMITED
CIN: U80903KA2011PTC061427
REGD. OFFICE: IBC Knowledge Park, 4/1
2nd Floor, Tower D, Bannerghatta Main Road
Bangalore – 560029, Karnataka, INDIA

I / we, ........................................................................., son / wife / daughter of ........................., presently residing or having office at ..............................................................................................................................
I / we hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 8th Annual General Meeting of the Company on 14th November 2019 at a Shorter Notice.

Further, I/we hereby give consent, pursuant to Section 136(1) of the Companies Act, 2013 and the Rules made there-under, to receive the audited Financial Statements, Audit Report, Directors’ Report and other accompanying documents at a Shorter Notice.

Signature : ..................................................

Date: ..........th day of ....................2019       Name : ..........................................

Note:
Strike-off wherever not applicable
ROUTE MAP

The Route map and prominent landmarks for the venue of the meeting are provided below:

*Source Google map*
ATTENDANCE SLIP

<table>
<thead>
<tr>
<th>Regd. Folio No.</th>
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<tbody>
<tr>
<td>Name</td>
<td>:</td>
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<tr>
<td>Address</td>
<td>:</td>
</tr>
<tr>
<td>Number of Shares held in the Company</td>
<td>:</td>
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<tr>
<td>e-mail ID</td>
<td>:</td>
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</table>

I/We certify that I/we am/are a registered Shareholder / Proxy for the registered Shareholder of the Company.

I/We hereby record my/our presence at the **8th Annual General Meeting** of the Company on **Thursday, the 14th day of November 2019 at 10.00 a.m. (IST) at the Registered Office of the Company at IBC Knowledge Park, 4/1, 2nd Floor, Tower D, Bannerghatta Main Road, Bangalore – 560029, Karnataka, India.**

Signature of the Shareholder
Or Proxy : ..............................................................

Name : ..............................................................

**NOTES:**
1. Only Member/Proxyholder can attend the Meeting.
2. Please fill-up this Attendance Slip in all respects and hand it over at the entrance of the Meeting hall:
3. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
**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]

<table>
<thead>
<tr>
<th>Name of the Company</th>
<th>THINK &amp; LEARN PRIVATE LIMITED</th>
</tr>
</thead>
<tbody>
<tr>
<td>CIN</td>
<td>U80903KA2011PTC061427</td>
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| Registered Office   | IBC Knowledge Park, 4/1, 2nd Floor  
Tower D, Bannerghatta Main Road  
Bangalore – 560029, Karnataka, INDIA |

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<tr>
<th>Name of the Member(s)</th>
<th></th>
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<tbody>
<tr>
<td>Registered Address</td>
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<tr>
<td>e-Mail ID</td>
<td></td>
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<tr>
<td>Folio No. / Client ID</td>
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<td>DP ID</td>
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I/We, being the Member(s) of __________ Shares of the above named Company, hereby appoint:

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<td>e-Mail ID:</td>
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<td>Signature</td>
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or failing him

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<td>Signature</td>
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as my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on the Thursday, the 14th day of November 2019 at 10.00 a.m. (IST) at the Registered Office of the Company at IBC Knowledge Park, 4/1, 2nd Floor, Tower D, Bannerghatta Main Road, Bangalore – 560029, Karnataka, India, and at any adjournment thereof in respect of such Resolutions as are indicated below:
<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Description of the Resolution</th>
<th>Type of Resolution</th>
<th>Vote*</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Ordinary Business</strong></td>
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<td></td>
</tr>
<tr>
<td>1</td>
<td>To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial</td>
<td>Ordinary</td>
<td>For</td>
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<td></td>
<td>Statements of the Company for the financial year ended 31st March 2019 together with the</td>
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<td>report of Directors and Auditors thereon.</td>
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<td><strong>Special Business</strong></td>
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<tr>
<td>2</td>
<td>To confirm the appointment of Mr. Russell Andrew Dreisenstock (DIN: 08368304), as a Director</td>
<td>Ordinary</td>
<td>For</td>
</tr>
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<td></td>
<td>of the Company.</td>
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</table>

Signed this ______________ day of ___________________ 2019

Signature of Shareholder : ______________________________

Signature of Proxyholder(s) : ______________________________

**NOTES:**
1. 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 time for holding the AGM.
2. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.
3. * This is only optional. Please put a ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.