NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of M/s. Think & Learn Private Limited will be held on Saturday, 28th day of September, 2013, at 10 a.m. at No.101, 1st Floor, Money Centre, 121 Hosur Road, Koramangala Industrial Layout Bangalore-560095 to transact the following business:

ORDINARY BUSINESS:

01. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the ended on that date together with the reports of Directors and the Auditors thereon;

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

RESOLVED THAT M/s. Singhvi, Dev & Unni Chartered Accountants, Bangalore, be and are hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 1956, Mr. Rajesh Krishnaswamy Moorti, who was appointed earlier as additional director under section 260 of the Companies Act 1956 be and is hereby appointed as Director of the company.

RESOLVED FURTHER THAT any one of the existing Directors be and is hereby authorised to do all such acts deeds and things including filing of e Form 32 in order to give effect to this resolution.

By order of the Board of Directors

for Think & Learn Private Limited

Chairman

Place: Bangalore
Date: 19.08.2013
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.

2. 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.

3. The relevant explanatory statement pursuant to section 173(2) of the companies act, 1956, is annexed to this notice.

By order of the Board of Directors

for Think & Learn Private Limited

Place: Bangalore
Date: 19.08.2013

CHAIRMAN
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

In conformity with the provisions of Section 173(2) of Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the item of Special Business at item Nos. 3 and the same should be taken as forming part of Notice.

Item Number 3

The Board of Directors of your Company had appointed Mr. Rajesh Krishnaswamy Moorti under section 260 of the Companies Act, 1956, at their meeting held on 10.05.2013. The said appointment is in accordance with provisions of Section 260 of the Companies Act, 1956 and Articles of association of the Company. In accordance with provisions of section 260 of the Companies Act, 1956, the term of the director would come to an end at the Annual General Meeting.

The Board feels that presence of Mr. Rajesh Krishnaswamy Moorti on the Board is desirable and would be beneficial to the company and hence recommend this resolution for recommendation.

By order of the Board of Directors

for Think & Learn Private Limited

[Signature]

CHAIRMAN

Place: Bangalore
Date: 19.08.2013