NOTICE OF THE 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Think & Learn Private Limited (the “Company”) will be held on Monday, 19th day of September 2022 at 12.00 noon (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 Ordinary Business:

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

TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

“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 re-enactment, for the time being in force), the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31st March 2021 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.”

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
HSR Layout, BDA Complex, Sector-4, Bangalore 560102

Date : 14-09-2022
Place : Bangalore
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) 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.

3) 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.

4) 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.

5) 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.

6) 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.

7) At the 9th AGM held on December 29, 2020, the members of the Company approved appointment of Deloitte Haskins & Sells, Chartered Accountants, having ICAI Firm Regn. No. 008072 as statutory auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 14th AGM.
The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors in consultation with them.

8] The Annual Report for the financial year ended 31st March 2021 comprising of the audited financial statements (standalone and consolidated), report of the Board of Directors and the report of the statutory auditors are made available on Intra Links, the link for accessing the same will be sent to your email address registered with the company separately.

For and on behalf of the Board of Directors of

THINK & LEARN PRIVATE LIMITED,

BYJU RAVEENDRAN
Chairman & Managing Director
DIN – 03408398

Date : 14-09-2022
Place : Bangalore

No.43, Yoganarasimha, 14th Main, 15th Cross
HSR Layout, BDA Complex, Sector-4, Bangalore 560102
(format for individual Shareholders)

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, ..........................................., son/wife/daughter of ..........................................., presently residing at .......................................................... .......................................................... .........................................................., holding ........................................... (..........................................................) Shares of Rs. 10/- (Rupees Ten Only) each, in the Company in my own name, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 10th Annual General Meeting on September 19, 2022 at a shorter notice.

Further, I 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 and other accompanying documents at a shorter notice.

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

Date: _____th day of _______________ 2022 Name : ..........................................
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

____________________________ [Name of the Shareholder] having its Registered Office at
____________________________, hereby inform that ____________ is holding
_________________________ [Number of securities held] each in Think & Learn Private Limited
(“the Company”), in the name of __________ and on behalf of ________________, we
hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the
10th Annual General Meeting of the Company on September 19, 2022 at a Shorter Notice.

Further, 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.

For ________________________

DIRECTOR / AUTHORIZED REPRESENTATIVE

Date: ______ th day of _______________ 2022
ROUTE MAP

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

*Source Google map

GOOGLE-MAP LINK TO REACH AGM VENUE

https://www.google.co.in/maps/place/IBC+Knowledge+Park/@12.9325838,77.6006883,17z/data=!3m1!4b1!4m5!3m4!1s0x3bae15ade8c3b8ff:0xf602691f8963c9cc!8m2!3d12.932583!4d77.602877?hl=en
ATTENDANCE SLIP

Regd. Folio No. : 

Name : 

Address : 

Number of Shares held in the Company : 

e-mail ID : 

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 10th Annual General Meeting of the Company on Monday, the 19th day of September 2022 at 12.00 p.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>
</tr>
</tbody>
</table>
| Registered Office   | IBC Knowledge Park, 4/1, 2nd Floor
                      | Tower D, Bannerghatta Main Road
                      | Bangalore – 560029, Karnataka, INDIA |

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:

<table>
<thead>
<tr>
<th>Name:</th>
<th>Address:</th>
<th>e-Mail ID:</th>
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<tbody>
<tr>
<td>Signature</td>
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</tr>
<tr>
<td>or failing him</td>
<td>Name:</td>
<td>Address:</td>
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</table>
as my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Monday, the 19th day of September 2022 at 12.00 p.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>1</td>
<td>To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2021 together with the report of Directors and Auditors thereon.</td>
<td>Ordinary</td>
<td>For</td>
</tr>
</tbody>
</table>

Signed this __________ day of __________________ 2022

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.