NOTICE OF THE 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Think & Learn Private Limited (the “Company”) will be held on Tuesday, 29th day of December 2020 at 9.00 a.m. (IST) through video conferencing, 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 2020 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 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 2020 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.”

2] To consider and approve re-appointment of Deloitte Haskins & Sells, LLP as Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force), the approval of the members of the Company be and is hereby accorded for re-appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants, having ICAI Firm Registration Number No. 117366W/W-100018, as Statutory Auditors of the Company for second term of five consecutive years, so as to hold office from the conclusion of this 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company.

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 for re-appointment of Deloitte Haskins & Sells, LLP, as Statutory Auditors of the Company;
[b] to fix the terms of remuneration of statutory auditors;

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

[d] 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.”

SPECIAL BUSINESS:

3. To consider ratification of options granted to the employees of subsidiary companies under Employee Stock Option Plan - 2019 and matters incidental thereto:

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

“RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read together with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modifications and re-enactment, for the time being in force) and (ii) the Foreign Exchange Management Act, 1999 and the rules specified thereunder, (iii) the enabling provisions of the memorandum and articles of association of the company, the approval of the Members of the Company be and is hereby accorded for ratification of 4,363 (Four Thousand Three Hundred Sixty Three) options granted to the employees of Tangible Play Inc. (“Osmo”) and 773 (Seven Hundred Seventy Three) options granted to the employees of Whitehat Education Technology Private Limited (“WHJ”), under the Employee Stock Option Plan – 2019.

RESOLVED FURTHER THAT Mr. Byju Raveendran (DIN - 03408398), Chairman & Managing Director, Ms. Divya Gokulnath (DIN - 03415950), Director, Mr. Riju Ravindran (DIN - 03416072), Director, be and are hereby severally authorized on behalf of the Company:

[a] to take all necessary steps for ratification of options granted to the eligible and identified employees;

[b] to ratify grant letters issued to the eligible and identified employees under the Employee Stock Option Plan – 2019;

[c] to submit Form-ESOP to the jurisdictional Reserve Bank of India, through authorized dealer bank in FIRMS portal and such other documents as may be required in this regard;

[d] to update the Register of Employee Stock Option and other concerned Registers, if any, maintained by the Company;
[e] to certify a copy of the aforementioned resolutions and issue the same; and

[f] to do all such acts, deeds, things, matters necessary, desirable or required in connection with or incidental to giving effect to the above resolutions and settle all doubts, difficulties that may arise from time to time while giving effect to the above resolutions."

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
Date : 24-12-2020
Place : Bangalore
Karnataka, INDIA
NOTES:

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

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

3] **A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide General Circular 14/2020 dated April 8, 2020 and General Circular 17/2020 dated April 13, 2020 which dispensed the physical attendance of members.**

4] 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 and the same shall be made available to the members pursuant to the provisions of the Companies Act, 2013.

5] 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 and the same shall be made available to the members pursuant to the provisions of the Companies Act, 2013.

6] Members are requested to record their attendance when the Chairman calls for it.

7] Corporate members intending to authorise representatives to attend the Annual General Meeting 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 Annual General Meeting at sai@byjus.com, pvrao@byjus.com, cs@byjus.com

8] Members whose email ID is not registered or who may want to change their email ID registered with the company can get that done by sending an e-mail at sai@byjus.com, pvrao@byjus.com, cs@byjus.com

9] Login shall start 15 mins before the scheduled time of the meeting.

10] Members attending the Annual General Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11] Members can cast their votes by show of hands and during the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses.
which are registered with the Company to sai@byjus.com, pvrao@byjus.com, cs@byjus.com

12] Members can join the meeting through VC by logging into the below zoom link:

https://us02web.zoom.us/j/85781836792?pwd=c2VPcm1dmcLYva2Y5Yld5QVVDamV
BUT09

Meeting ID: 857 8183 6792
Password: yC4BhJ

In case of any concern in joining the VC you are requested to reach out to Mr. Saiprasad Palekar, at sai@byjus.com

13] Members intending to attend the annual general meeting are requested to intimate their participation two days prior to the meeting to enable the Company to make necessary arrangements and to avoid any possible technical glitches in the meeting.

14] Since the Annual General Meeting will be held through VC / OAVM, the route map is not annexed in this notice.

15] Your Directors hereby undertake that this Annual General Meeting shall be convened as per the framework provided in the General circular no 14/2020 dated April 8, 2020 and General Circular 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

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 : 24-12-2020
Place : Bangalore
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Agenda: To consider ratification of options granted to the employees of subsidiary companies under Employee Stock Option Plan – 2019 and matters incidental thereto:

Your Directors inform you that in order to incentivize the employees of Tangible Play Inc. (“Osmo”), and Whitehat Education Technology Private Limited (“WHJ”), subsidiaries of the Company, the Company had granted 4,363 (Four Thousand Three Hundred Sixty Three) options to the employees of Osmo and 773 (Seven Hundred Seventy Three) to the employees of WHJ, under the Employee Stock Option Plan – 2019 (“ESOP 2019”).

The provisions of Section 62(1)(b) of the Companies Act, 2013, read together with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, requires the consent of the Shareholders by way of a separate Resolution for grant of option to employees of subsidiary company.

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

The list setting out the details of the options granted to the employees of the subsidiary companies shall be available at the registered office during normal business hours on all working days, up to and including the date of the AGM and the same shall be made available to the members pursuant to the provisions of the Companies Act, 2013.

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

Date : 24-12-2020
Place : Bangalore
Karnataka, INDIA
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 .......................................................... ...........................................................
....................................................................................................................... holding ..............
(..................................................................................................................) Shares of Rs. 10/- (Rupees Ten Only) each, in the Company, in my/our own name.

I/We hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 9th Annual General Meeting of the Company on 29th December 2020 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 ......................2020 Name : ........................................

Note:
Strike-off wherever not applicable
# ATTENDANCE SLIP

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<tr>
<th>Regd. Folio No.</th>
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<tr>
<td>Name</td>
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<tr>
<td>Address</td>
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<td>Number of Shares held in the Company</td>
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<td>e-mail ID</td>
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I/We certify that I/we am/are a registered Shareholder of the Company.

I/We hereby record my/our presence at the **9th Annual General Meeting** of the Company on **Tuesday, the 29th day of December 2020** at **9.00 a.m. (IST)** through video conferencing.

Signature of the Shareholder : .................................................................

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

**NOTES:**

1. Only Members and Authorized Representatives of the corporate shareholders can attend the Meeting.
2. Please fill-up this Attendance Slip in all respects and send it to sai@byjus.com to record the attendance.
3. Member/Authorized Representative should have his/her copy of the Annual Report for reference during the Meeting.