NOTICE OF THE 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting of the Members of Think & Learn Private Limited (the “Company”) will be held on Wednesday, 20th day of December 2023 at 6.00 P.M. (IST) through video conferencing (‘VC’) or other audio-visual means (‘OAVM’), to transact the following businesses:

Ordinary Businesses:

1. 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 2022 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 2022 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, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:-

TO CONSIDER AND APPROVE THE APPOINTMENT OF MSKA & ASSOCIATES, AS STATUTORY AUDITORS OF THE COMPANY AND MATTERS INCIDENTAL THERETO:

“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 appointment of MSKA & Associates, Chartered Accountants, holding ICAI Firm Registration Number 105047W, as Statutory Auditors of the Company for a term of five consecutive years (i.e. from FY 2022-23 to FY 2026-27), so as to hold office from the conclusion of this 11th Annual General Meeting until the conclusion of the 16th 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 appointment of MSKA & Associates, 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:


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 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read together with the Companies (Cost Records and Audit) Rules, 2014, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force), the consent of the members be and is hereby accorded for approval of remuneration of INR 5,00,000/- (Indian Rupees Five Lakh only) for each of the financial years 2021-22, 2022-23 and 2023-24 to B Y & Associates, Cost Accountants, holding Firm Registration Number 003498, having office at New No. 443 & 445, Guna Complex, Annexe 1, 5th Floor, Anna Salai, Teynampet, Chennai 600 018, as the Cost Auditors of the Company, to conduct the audit of cost records maintained by the Company.

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 certify a copy of the resolution and issue the same; and

[b] 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 resolution.”
For and on behalf of the Board of Directors of
THINK & LEARN PRIVATE LIMITED,

BYJU RAVEENDRAN
Digitally signed by
BYJU RAVEENDRAN
Date: 2023.11.28
19:33:37 +05'30''

BYJU RAVEENDRAN
Chairman & Managing Director
DIN – 03408398

Date : November 28, 2023
No.43, Yoganarasimha, 14th Main, 15th Cross
Place : Bangalore
HSR Layout, BDA Complex, Sector-4, Bangalore 560102
NOTES:

1] The Members to note that the Annual General Meeting (‘AGM”) is organized through video conferencing (‘VC’) or other audio visual means (‘OAVM’) in terms of the Ministry of Corporate Affairs, Government of India (the “MCA”) General Circulars No.20/2020 dated 5th May 2020, No. 2/2022 dated 5th May 2022, No.10/2022 dated 28th December 2022 and No.09/2023 dated 25th September 2023 (the “MCA Circulars”) read together with the provisions of the Companies Act, 2013 (the ‘Act’).

Members are requested to note the following and attend the AGM through VC / OAVM:

Contact No. : +91 080 6683 6800
e-Mail Address : secretarial@byjus.com
Link for the Meeting : https://byjus.zoom.us/j/88170539413

Instructions:
[a] The facility for joining the meeting shall be kept open at least at-least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
[b] Make sure of that you have proper internet access;
[c] You are requested to open the meeting Link using any browser / click on the link provided to open in the default browser;
[d] Verify the meeting ID / enter the meeting ID as provided above, if required;
[e] Enter the participant PIN Code/ Passcode, if requires, as received at their registered e-mail and join the meeting; and
[f] Make sure that you have enabled the audio and video access in the device.

Your Directors hereby undertake that this AGM shall be convened as per the framework provided in the said MCA Circulars and the Act.

2] Since this AGM is being held through VC / OAVM under the framework of MCA Circulars, where physical attendance of the Members in any case has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by the Members will not be available for this AGM. However, in pursuance of Section 113 of the Act, a body corporate, if it is a member of the company within the meaning of the Act, may, by a resolution of its Board of Directors authorise such person as it thinks fit to act as its representative for participation and voting in the meeting held through VC/OAVM.

3] 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.

4] Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
Members are requested to record their attendance when the Chairman calls for it.

The Members are provided with the facility to vote by show of hands unless a demand for the poll is made by any member in accordance with the provisions of the Act.

Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending email through their e-Mail addresses, which are registered with the Company. The said emails shall only be sent to the designated email address (secretarial@byjus.com).

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 and the same shall be made available for inspection through electronic mode in accordance with the MCA Circulars and the provisions of the Act.

6] Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.

7] Members seeking any information with regard to the accounts, are requested to send an e-Mail to the designated e-Mail ID (secretarial@byjus.com) at an early date, so as to enable the management to make available of the information through electronic mode in accordance with the MCA Circulars and the provisions of the Act at the AGM.

8] The Annual Report for the financial year ended 31st March 2022 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

Digitally signed by
BYJU RAVEENDRAN
Date: 2023.11.28 19:34:01 +05'30'

No.43, Yoganarasimha, 14th Main, 15th Cross
HSR Layout, BDA Complex, Sector-4, Bangalore 560102
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013


The shareholders are hereby informed that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read together with the Companies (Cost Records and Audit) Rules, 2014, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force), the remuneration of the cost auditors shall be ratified by the shareholders.

In this regard, the shareholders are further requested to note that the Board of Directors of the Company had appointed B Y & Associates, Cost Accountants, holding Firm Registration Number 003498, as the Cost Auditors of the Company, to conduct the audit of cost records maintained by the Company for the financial years 2021-22, 2022-23 and 2023-24 at a remuneration of INR 5,00,000/- (Indian Rupees Five Lakh only) for each of the financial years.

The shareholders are requested to ratify the remuneration of the Cost Auditors pursuant to the applicable provisions of the Act as aforesaid.

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

Disclosure of Interest of Directors and Others, as required under Section 102(1) read together with the Proviso to Section 102(2) 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.

Date : November 28, 2023
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
HSR Layout, BDA Complex, Sector-4, Bangalore 560102