

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the members of Indiavidual Learning Private Limited will be held on Monday, 30th September, 2019 at 10 a.m. at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400021, Maharashtra, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Shri Anshuman Thakur, who retires by rotation as a Director and in this regard, 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 152 of the Companies Act, 2013, Shri Anshuman Thakur (DIN: 03279460), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors



Juhi Pant
Company Secretary

Date: September 06, 2019
Place: Bangalore

Registered Office:

Bizhub Workspaces (Aspire),
1st Floor, Plot No. 36, 100 Feet Road, Sony World Junction,
Koramangala, Bangalore -560095, Karnataka

CIN: U80301KA2012PTC107575

Website: www.embibe.com

Email: support@embibe.com

Tel : 080- 25520221

Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. The proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Shri Anshuman Thakur (DIN: 03279460), Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Shri Anshuman Thakur is interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 & 2 of the Notice.

5. Details of Directors retiring by rotation at the ensuing Meeting are provided in the "Annexure" to the Notice.
6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of Annual Report.
7. 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 at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

Annexure to the Notice dated September 06, 2019

Other details of Directors retiring by rotation /seeking appointment / re-appointment at the ensuing Annual General Meeting are as under:

| | |
|--|---|
| Shri Anshuman Thakur | |
| Age | 41 years |
| Qualifications | Mr. Anshuman Thakur has done his Masters in Business Administration from Indian Institute of Management, Ahmedabad and has an honours in Economics, from Delhi University. |
| Experience (including expertise in specific functional area) / Brief Resume | Mr. Anshuman Thakur is Senior Vice President – Strategy & Planning at Reliance Industries Limited. With over 20 years of work experience, he was formerly employed as Executive Director and Head of Mergers & Acquisitions at Morgan Stanley India and as an Investment Banker with N M Rothschild. |
| Terms and Conditions of Re-appointment | Non-executive director, liable to retire by rotation |
| Remuneration last drawn (including sitting fees, if any) | None |
| Remuneration proposed to be paid | Nil |
| Date of first appointment on the Board | June 11, 2018 as an additional director |
| Shareholding in the Company as on March 31, 2019 | Nil |
| Relationship with other Directors / Key Managerial Personnel | None |
| Number of meetings of the Board attended during the financial year (2018-19) | 7 |
| Directorships of other Boards as on March 31, 2019 | 1. Balaji Telefilms Limited 2. Saavn Media Pvt. Ltd. |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2019 | <u>Saavn Media Private Limited</u> 1. Finance Committee - Member 2. Allotment Committee - Member |

By Order of the Board of Directors




Juhi Pant
Company Secretary

Date : September 06, 2019
 Place : Bangalore

Registered Office:

Bizzhub Workspaces (Aspire), 1st Floor, Plot No. 36,
 100 Feet Road, Sony World Junction, Koramangala,
 Bangalore - 560095, Karnataka

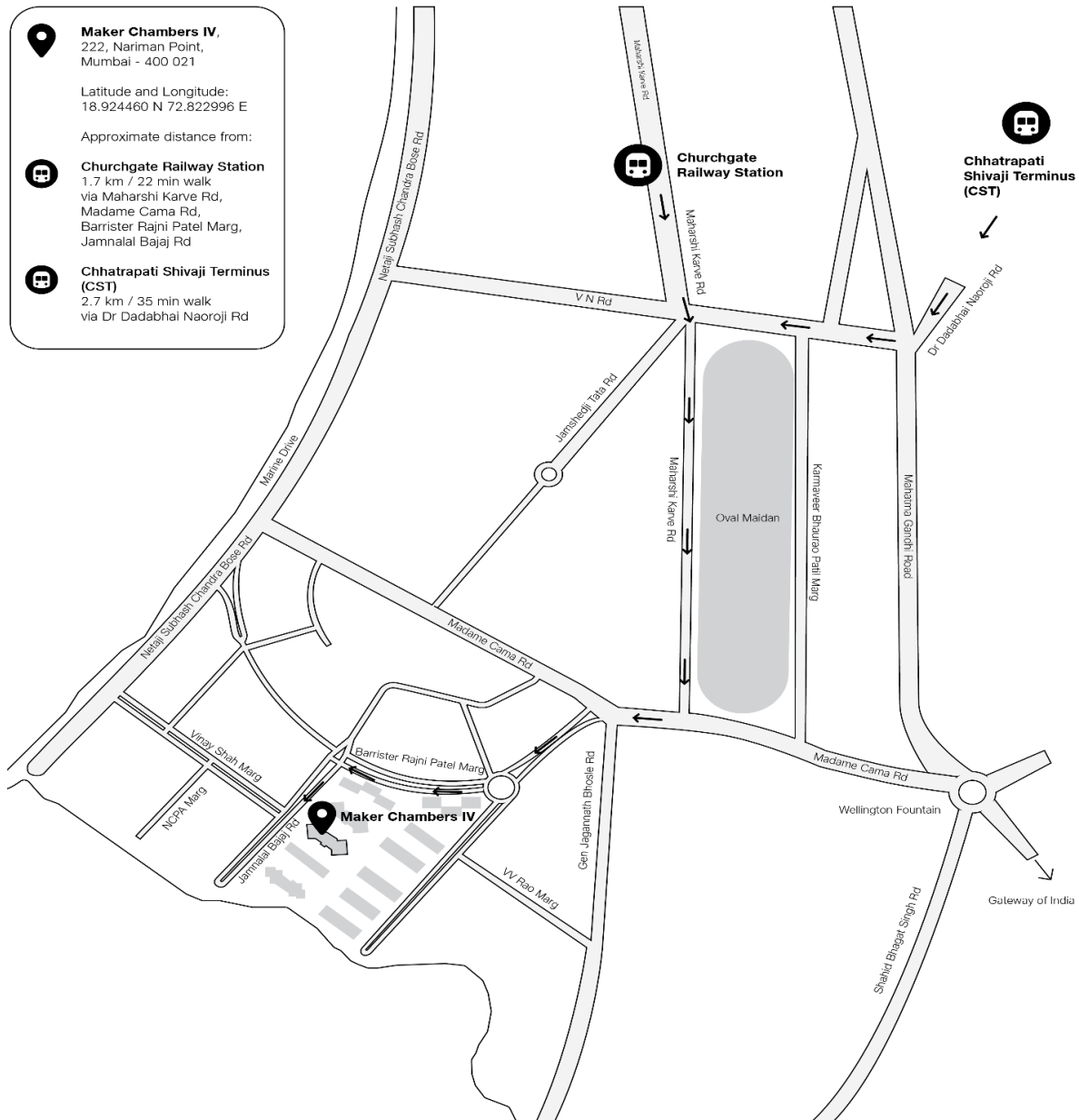
CIN: U80301KA2012PTC107575

Website: www.embibe.com

E-mail: support@embibe.com

Tel.: 080-25520221

ROUTE MAP TO THE AGM VENUE



Landmark: Near Oberoi Hotel

Indiavidual Learning Private Limited

CIN: U80301KA2012PTC107575

Registered Office: Bizzhub Workspaces (Aspire), 1st Floor, Plot No. 36, 100 Feet Road, Sony World Junction, Koramangala, Bangalore - 560095, Karnataka**Website:** www.embibe.com; **E-mail:** support@embibe.com **Tel.:** 080-25520221**ATTENDANCE SLIP**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the Meeting.

| | | | |
|-----------------------------------|--|----------------------|--|
| DP Id* | | Folio No. | |
| Client Id* | | No. of Shares | |
| Name of the Shareholder | | | |
| Address of the Shareholder | | | |

I hereby record my presence at the **Seventh Annual General** Meeting of the members of the Company held on Monday, 30th September, 2019 at 10 a.m. at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400021, Maharashtra.

*Applicable for investors holding shares in electronic form.

.....
Signature of Shareholder / Proxy**Indiavidual Learning Private Limited**

CIN: U80301KA2012PTC107575

Registered Office: Bizzhub Workspaces (Aspire), 1st Floor, Plot No. 36, 100 Feet Road, Sony World Junction, Koramangala, Bangalore - 560095, Karnataka**Website:** www.embibe.com; **E-mail:** support@embibe.com **Tel.:** 080-25520221**PROXY FORM**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

| | | | |
|-------------------------------|--|------------------------------|--|
| Name of the member(s): | | e-mail Id: | |
| | | Folio No./Client Id*: | |
| Registered address: | | DP Id*: | |

I/We, being the member(s) of _____ shares of Indiavidual Learning Private Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the members of the Company, to be held on Monday, 30th September, 2019 at 10 a.m. at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400021, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

****I wish my above Proxy to vote in the manner as indicated in the below box:**

| Resolutions | For | Against |
|--|-----|---------|
| 1. Consider and adopt Audited Financial Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon | | |
| 2. Re-appointment of Shri Anshuman Thakur, a Director retiring by rotation | | |

*Applicable for investors holding shares in electronic form.

Signed this.....day of.....2019

Signature of Shareholder

Affix a
revenue
stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not 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.
- ** This is only optional. Please put a '✓' 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 (on poll) at the Meeting in the manner as he/she thinks appropriate.**
- Appointing a proxy does not prevent a member from attending the Meeting in person if he/ she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.