

## NOTICE

**NOTICE** is hereby given that the Tenth Annual General Meeting of the members of eDreams Edusoft Private Limited will be held on Monday, September 28, 2020 at 12.30 p.m. IST through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), 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, 2020 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 resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Shri Rajeev Kumar Pathak, 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Rajeev Kumar Pathak (DIN: 03474873), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

**By Order of the Board of Directors**

**Rajeev Kumar Pathak**  
**Director**  
**DIN - 03474873**

Date: August 29, 2020  
Place: Bangalore

**Registered Office:**  
No. 4, Enzyme JNC Business Centre,  
1st Floor, Kempgowda  
Service Road, Domlur,  
Bangalore - 560071, Karnataka

CIN : U72200KA2010PTC054447  
Website : [www.funtoot.com](http://www.funtoot.com)  
Email : [accounts@funtoot.com](mailto:accounts@funtoot.com)  
Tel : 080 – 40998150

**Notes:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**” / “**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “**Act**”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.funtfoot.com](http://www.funtfoot.com).
3. Generally, 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [rajeev.pathak@funtfoot.com](mailto:rajeev.pathak@funtfoot.com).
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or Saturday, September 19, 2020 before through email on [rajeev.pathak@funtfoot.com](mailto:rajeev.pathak@funtfoot.com). The same will be replied by the Company suitably.
9. 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.
10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Companies Act, 2013 (“the Act”), Shri Rajeev Kumar Pathak (DIN: 03474873), Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.  
  
Shri Rajeev Kumar Pathak is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors 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 to 2 of the Notice.
12. Details of Directors retiring by rotation at this Meeting are provided in the “**Annexure I**” to the Notice.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as “**Annexure II**”.

**Annexure I**

**Other details of Directors retiring by rotation at the ensuing Annual General Meeting are as under:**

| <b>Shri Rajeev Kumar Pathak</b>  |   |
|--|---|
| Age  | 51 Years  |
| Qualifications   | Bachelor's degree in Engineering from Kamla Nehru Institute of Technology, Sultanpur, India, Masters Degree in Computer Science from BITS Pilani and Masters in Business Administration from the Indian Institute of Management, Bangalore. |
| Experience (including expertise in specific functional area) / Brief Resume  | Detailed profile annexed herewith.  |
| Terms and Conditions of Re-appointment                                       | Non-executive director, liable to retire by rotation  |
| Remuneration last drawn (including sitting fees, if any)                     | Nil   |
| Remuneration proposed to be paid   | Nil   |
| Date of first appointment on the Board                                       | 02.06.2011  |
| Shareholding in the Company as on March 31, 2020                             | 182805 shares of Re.1/- each  |
| Relationship with other Directors / Key Managerial Personnel                 | Not related to any Director/Key Managerial Personnel  |
| Number of meetings of the Board attended during the financial year (2019-20) | 12  |
| Directorships of other Boards as on March 31, 2020                           | Nil   |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2020 | Nil   |

**By Order of the Board of Directors**

**Rajeev Kumar Pathak**  
**Director**  
**DIN: 03474873**

Date : August 29,2020  
Place: Bangalore

**Registered Office:**  
No. 4 , Enzyme JNC Business Centre,  
1st Floor, Kempegowda Service Road, Domlur,  
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CIN: U72200KA2010PTC054447  
Website: www.funtoot.com  
Email: accounts@funtoot.com  
Tel : 080 - 40998150

**Profile of Director (retiring by rotation):**

**Shri Rajeev Kumar Pathak (DIN: 03474873)**

Shri Rajeev Kumar Pathak having experience of more than 27 Years in various fields like Technology, sales, business development, delivery.

He has previously worked with various companies like ISRO, Wipro and eDreams Edusoft Private Limited (Funtoot).

He has been awarded various awards from time to time for his dynamic performance.

He has founded the Company named as Funtoot in the year 2010 and occupied the position of CEO of the Company. Funtoot is an edtech startup that optimises science and mathematics learning for K-12 students based on their understanding of problems and speed. It focusses on personalised learning, step-by-step analysis, contextual assistance and rewarding successes. In October 2019, he had resigned from the Funtoot and joined Indiavidual Learning Limited as Senior Vice President – Content in December, 2019.

## Annexure II

1. Members would have received an email from the Director, Shri Rajeev Kumar to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

### Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



You will Join the meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

### Option 2

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



You will enter the Meeting. Make sure you give permission to start your camera and the microphone may be kept on “Mute” when not speaking.