

## WINSPARK INNOVATIONS LEARNING PRIVATE LIMITED

Registered Office Address: C-406, Nirvana Courtyard, Gurgaon, Haryana, 122018

PH- 01139588121, Website: <http://www.planetspark.in>

CIN: U80904HR2017PTC068972

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### NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 4<sup>TH</sup> (FOURTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF WINSPARK INNOVATIONS LEARNING PRIVATE LIMITED ("COMPANY") WILL BE HELD ON THURSDAY, 30TH DAY OF SEPTEMBER, 2021 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:-

#### ORDINARY BUSINESS:

**Item No. 01:** To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st of March, 2021, along with Reports of Boards 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 under the Companies Act, 2013 read with rules made thereunder, the Audited Financial Statements of the Company for the financial year ended 31st March 2021, comprising of Balance Sheet of the Company as on 31st March 2021, Statement of Profit & Loss Account for the year ended 31st March 2021 along with Cash Flow Statement for the year ended as on that date, together with the Report of the Board of Directors and the Auditor's thereon and all the relevant schedules and annexures of the Audited Financial Statements of the Company for this period be and are hereby considered, approved and adopted by the Members."

#### SPECIAL BUSINESS:

**Item No. 02:** To alter the Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of the Section 5, 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to insert a new article viz. Article 8A after the Article 8 of the PART-A of Articles of Association of the Company as under:

Article No.	Particulars
8A. Employee Stock Option Plan (ESOP)	Subject to the provisions of the Section 62 of the Act read with other applicable provisions, if any, of the Act, and subject to other applicable laws, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company may issue shares to employees including its Directors and such other

<i>person as the Act read with relevant rules may allow, pursuant to 'Employee Stock Option Scheme (ESOP)' or any other scheme, if authorized, by a resolution approved in the General Meeting of the Company.</i>
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**RESOLVED FURTHER THAT** Mr. Maneesh Dhooper and Mr. Kunal Malik, Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary and further to sign, file, submit and execute necessary forms, returns and other documents with the appropriate statutory/ regulatory/ government authorities and any make amendment or modification thereto, as may be necessary and incidental to give effect to the above resolutions.

**RESOLVED FURTHER THAT** Mr. Maneesh Dhooper and Mr. Kunal Malik, Directors of the Company be and are hereby severally authorized to sub-delegate all or any powers hereby conferred upon them to any other officer(s), employee(s) of the Company, external consultant(s), professional(s), etc. as they may think fit and proper in the interest of the Company to give effect to the above resolutions.”

**Item No. 03:** To approve and adopt the Employee Stock Option Scheme /Plan of the Company titled as “Planetspark Employee Stock Option Plan 2021” (“ESOP 2021”), constitution of Compensation committee and other related matters.

To consider and, if thought fit, to pass with or without modification the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules, as may be applicable (collectively “Rules”) (including any amendment, modification, variation or re-enactment thereof), the provisions of the Articles of Association of the Company, subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution in relation to ESOP-2021 (defined hereinafter), the "Planetspark Employee Stock Option Plan 2021" (“ESOP-2021”) is hereby approved by the members of the Company and the said ESOP-2021 shall be effective from the date as determined by the Board and the Board is hereby authorised to create, grant, issue, offer and allot up to 1,494 (One Thousand Four Hundred and Ninety-Four) stock options convertible into equal number of equity shares of the Company of face value of Rs. 10/- each fully paid-up under the ESOP-2021, on such terms and conditions as set out in ESOP-2021.

**RESOLVED FURTHER THAT** the Board for this purpose be and is hereby further authorised to issue and allot equity shares of the Company having face value of Rs. 10/- each upon exercise of stock options from time to time pursuant to ESOP-2021 in accordance with the said plan.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed under the law from time to time and any other applicable laws and regulations to the extent relevant and applicable to ESOP-2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend, withdraw or terminate the ESOP-2021 subject to compliance with the applicable laws and regulations, as amended from time to time and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to ESOP-2021."

**Yours faithfully,**

**For and on behalf of  
Winspark Innovations Learning Private Limited**

A handwritten signature in blue ink, appearing to read 'Kunal Malik', is written over a light grey rectangular background.

**Kunal Malik**

**Director**

**DIN: 07793579**

**Address: 1182, Sector 1, Rohtak,  
Haryana, India - 124001**

**Date: 20.09.2021**

**Place: Gurugram**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013), in respect of the special businesses to be transacted at this Annual General Meeting (“AGM”), as set out in the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated May 05, 2020, read with circulars dated January 13, 2021, April 13, 2020 and April 08, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC /OAVM.
3. Since the proceedings of this AGM are being conducted through VC, the Registered Office of the Company situated at C-406, Nirvana Courtyard, Sector-50, Gurgaon, Haryana-122018, India is deemed to be the venue of AGM.
4. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith), such statements shall be sent only through electronic mode to those Members whose e-mail address are registered with the Company. Members may note that the Notice will also be available on the Company’s website at <http://www.planetspark.in>
5. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC’ which is enclosed with the Notice of the AGM.
6. The Company shall provide VC facility via ZOOM VIDEO COMMUNICATIONS (“Zoom”) in order to make it convenient for the Members to attend the Meeting. The link for connecting via video conferencing will be shared separately.
7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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 to this Notice.
8. Attendance of members through VC or OAVM shall be counted for the purpose of quorum under section 103 of the Act.

- 9.** Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney/ Letter of Authority authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM through email to [investors@planetspark.in](mailto:investors@planetspark.in).
- 10.** Members are requested to participate on first come first serve basis. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting.
- 11.** In case less than 50 members are present in the meeting, the Chairman of the meeting may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. Where a poll on any item is required, the members shall cast their vote only at such stage of items being considered, by sending emails of their Assent or Dissent, through their email addresses which are registered with the company. The said emails shall only be sent to [investors@planetspark.in](mailto:investors@planetspark.in)
- 12.** 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 under Section 189 of the Act and all other documents referred to in the Notice and the statements can be inspected in electronic mode by sending a request on email to [investors@planetspark.in](mailto:investors@planetspark.in).
- 13.** Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**

- Step 1- Download the Zoom Meeting Application in your Mobile or Laptop. You may use this link to download the application [<https://zoom.us/>].
- Step 2- Click on “Sign up”
- Step 3- For verification, please enter your “Date of Birth”
- Step 4- Please enter “Your email”, “First Name” and “Last Name” and click on “I agree to the Terms of Service”
- Step 5- Now go to your registered email provided, check Inbox for the registration email and click on the “Activate Account”
- Step 6- Go to your Zoom Application, click on the “Join” and enter the Meeting Id and password and now click on the “Join Meeting” Tab and ensure that you have proper internet facility through Mobile phone or Wi-Fi connected to your device.

### **Other instructions:**

1. Please note that, if you have already downloaded /using Zoom Application, then you need not to do the aforesaid activities and you have to just enter the Zoom Meeting Id and Password, as provided in this Notice.
2. You can sign-in/join the meeting before 15 minutes of the scheduled time on the meeting day for timely participation in the EGM through video conference.
3. Please listen and participate in the discussion carefully.
4. Please click on the “Mute” tab, when there is any disturbance or noise around you or you are not talking.
5. Please ensure that, no other person is sitting with you/participating in the aforesaid Meeting through Video Conference.
6. Please click on “Unmute” tab when you want to say something.
7. Raising Your Hand- As the non-speaker if you wish to ask a question or make a point during a meeting it is good protocol to use the ‘Raise Hand’ facility. If the tool bar is not showing at the bottom of the Zoom window, place your cursor over the Zoom window so it appears and select the ‘Participants’ icon. A window listing other participants will appear, there is also a ‘Raise Hand’ icon, click the icon to make it known to the Host that you would like to raise your hand. If you wish to lower your hand, click the ‘Lower hand’ icon that will have replaced the ‘Raise hand’ icon.
8. Using Chat- You can use the ‘Chat’ facility to send text chat to all participants or privately to specific participants. Click on the ‘Chat’ icon in the tool bar, again hover your mouse over the Zoom window if you cannot see the tool bar. A chat window will then open. Select ‘Everyone’ or the name of the person you wish to send a chat message to.
9. To leave a meeting from Zoom, select 'End' then 'Leave Meeting'.
10. To fully exit the Zoom app from the desktop, right-click the Zoom icon in the system tray (bottom-right corner) and click Exit.
11. In case of any assistance before or during the video conference as aforesaid, you can contact at 8447150025 or e-mail at [investor@planetspark.in](mailto:investor@planetspark.in).

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

**Item No.02:**

The Company believes in rewarding its employees for their continuous hard work, dedication and support and motivating them to contribute to the overall corporate growth and profitability. Thus, the Company proposes to issue shares of the Company to the eligible employees pursuant to an employee stock option plan titled as "Planetspark Employee Stock Option Plan 2021" ("ESOP - 2021"). In order to create, grant, offer, issue and allot the employee stock options to the eligible employees, power under articles of association of the Company is required, accordingly amendment of the articles of association is required to authorise the Company for the same.

Your Directors at their meeting held on September 20, 2021 had given their consent for inserting clause 8A in Part-A of the Articles of Association of the Company.

The approval of the members of the Company is required, by way of a special resolution pursuant to Section 5 and Section 14 of the Companies Act, 2013 for amending articles of association.

Members are requested to note that the all the documents accompanying this notice of Annual General Meeting shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

The Board recommends passing of this resolution set out at Item No. 02 as Special Resolution.

**Item No. 03:**

The Board in its meeting has approved, subject to the shareholders' approval, the Employee Stock Option Plan - 2021 ("ESOP-2021") (a copy which has been circulated along with this notice) for the benefit of the employees of the Company and to attract, retain and motivate the best available talent in a competitive environment. The main objective of the Plan is to give employees, who are performing well, an opportunity to gain from the Company's performance thereby acting as a retention tool and to attract the best talent available in the market. Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the company.

The Board recommends the resolutions set out at Item No. 2 of this notice (i.e. approval and adoption of ESOP 2021) to the members for their consideration and approval, by way of Special

Resolution as specified under Section 62(1) (b) of the Companies Act, 2013 and rules framed thereunder.

**Disclosures pursuant to the requirements of Rule 12 of the Companies (Share capital and Debentures) Rules, 2014 are as under:**

1.	Total number of stock options to be granted	1494 (One Thousand Four Hundred and Ninety-Four) stock options exercisable for equal number of equity shares of the Company of face value Rs. 10/- each (or such adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure as may be applicable from time to time) on such terms and in such tranches as set out in ESOP-2021 or as approved by the Board.
2.	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	<p>Following class / classes of employees are entitled to participate in ESOP-2021:</p> <ul style="list-style-type: none"> <li>i. a permanent employee of the Company who is working in India or outside India; or</li> <li>ii. a director of the Company, whether a whole-time director or not (excluding an independent Director); or</li> <li>iii. an employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company in India or outside India;</li> </ul> <p>in each case above, (i) shall not include any person who is not eligible for employees' stock option plan as per Companies Act, 2013 and/or any other Applicable Law, and (ii) as specifically identified in terms of ESOP-2021 the Board or committee constituted by the Board</p>
3.	Transferability of Employee Stock Options	<p>The Options granted to an eligible employee shall not be transferable to any person and shall not be sold, assigned, pledged, hypothecated, alienated, attached, encumbered or disposed of.</p> <p>The stock option shall be exercisable by such eligible employee only or in case of death or permanent incapacity, by the</p>



		eligible employee's beneficiaries in accordance with the ESOP - 2021
4.	Appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	The appraisal process for determining the eligibility of the employees will be in accordance with the ESOP-2021 or as may be decided, from time to time, by the Board or committee constituted by the Board. The employees would be granted options under the ESOP - 2021 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided, from time to time, by the Board or committee constituted by the Board.
5.	Requirements of vesting and period of vesting	The stock options granted shall vest in accordance with the ESOP - 2021 read with grant letter issued to eligible employee, so long as the said employee continues to be in the employment of the Company and its subsidiaries/holding company. The Board or committee constituted by the Board may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 year or such other period as may be prescribed under the Companies Act, 2013.
6.	Maximum period within which the options shall be vested	Options granted under ESOP - 2021 would vest in accordance with the terms of the each grant read with ESOP - 2021, subject to maximum period of 4 years from the date of grant of such options.
7.	Exercise price or the formula for arriving at the same	The Exercise Price to be paid for an equity share of the Company having face value of INR 10/- each to be issued upon Exercise of an option shall be INR 10 (Rupees Ten only) per option or such other amount as otherwise determined by Board or committee constituted by the Board and mentioned in the grant letter not being less than the face value of each share.
8.	Exercise period and process of exercise	The vested options shall be allowed for exercise on and from the date of vesting. Subject to the provisions of ESOP - 2021,

		<p>eligible employee can exercise vested options anytime during his/her employment with the Company unless otherwise specified by the Board or committee constituted by the Board in the grant letter.</p> <p>The options vested in the eligible employee, may be exercised, in whole or in part, in accordance with the ESOP - 2021, by giving to the Company, a notice in writing in such manner and in such format as may be prescribed by the Board or committee constituted by the Board from time to time, along with the Exercise Price and payment of applicable taxes on or before expiration of the Exercise Period.</p>
9.	Lock-in period, if any	As may be determined from time to time by the Board or committee constituted by the Board, if any.
10.	maximum number of options to be granted per employee and in aggregate	The maximum quantum of options per eligible employee shall not exceed such percentage of the total paid up equity capital of the Company during the tenure of ESOP-2021 as may be prescribed by Applicable Law from time to time
11.	method which the company shall use to value its options	The Company shall follow relevant Guidance Notes and/or any relevant 'Accounting Standards' as may be prescribed by the Institute of Chartered Accountants of India or any other relevant authority having jurisdiction from time to time, including the disclosure requirements prescribed therein in relation to ESOP-2021. Valuation of options will be based on "intrinsic value" or "fair value" (based on Black-Scholes model or such other method as may be prescribed under the Applicable Law) obtained from a valuer as deemed fit by the Board or committee constituted by the Board.
12.	conditions under which option vested in employees may lapse	As per the ESOP-2021 including but not limited to the following grounds : (i) All options which are Vested with an eligible employee but are not exercised within the exercise period will automatically lapse at the end of the

		exercise period as set out in ESOP-2021 read with grant letter; (ii) In case of termination of employment of employee due to Cause (as defined in ESOP-2021).
13.	specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	all the vested options as on the date of resignation/termination (on specific grounds) can be exercised by the eligible employee within the time period as set out in the ESOP-2021, in the absence of which within such time as notified by the Board or committee constituted by the Board.

The Board hereby confirms that the Company shall comply with the applicable accounting standards while implementing the ESOP-2021.

Your Directors at their meeting have given their consent (subject to the approval of members) for approval of the ESOP -2021.

Members are requested to note that the all the documents accompanying this notice of Annual General Meeting (including the ESOP-2021) shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution, except to the extent of their entitlements, if any, under the ESOP-2021.

The Board recommends passing of this resolution set out at Item No. 3 as Special Resolution.

**Yours faithfully,**

**For and on behalf of  
Winspark Innovations Learning Private Limited**



**Kunal Malik  
Director**

DIN: 07793579

**Address:** 1182, Sector 1, Rohtak,  
Haryana, India - 124001

**Date:** 20.09.2021

**Place:** Gurugram