



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Addictive Learning Technology Limited (previously known as “**Addictive Learning Technology Private Limited**”) will be held on **Wednesday 18th September, 2024 at 11:00 A.M.** through Video Conferencing / Other Audio-Visual Means, to transact the following business:

SPECIAL BUSINESS:

1. Issue of Warrants Convertible into Equity Shares to promoters, promoter groups and certain identified non-promoter persons on a preferential basis:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (the “**NSE**”), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (“**Equity Shares**”) are listed (hereinafter collectively referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the NSE) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to **19,00,000 (Nineteen Lakhs)** convertible warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each to Promoters, Non-Promoters and certain identified non-promoter persons as mentioned below ("**Warrant Holders**" / "**Proposed Allottees**") at a price of Rs. 292/- (Rupees Two Hundred Ninety Two) each payable in cash (**including the warrant subscription price and the warrant exercise price**), aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities:

Name of Allottee	Category	Maximum number of Warrants to be allotted	Consideration (In Rs.)
Ramanuj Mukherjee	Promoter	9,09,593	26,56,01,156
Abhyuday Agarwal	Promoter	9,09,593	26,56,01,156
Siddhant Singh Baid	Promoter Group	60,265	1,75,97,380
Harsh Jain	Promoter Group	3,425	10,00,100
Yash Vijayvargiya	Promoter Group	6,850	20,00,200
Sudeep Deb	Promoter Group	6,850	20,00,200
Meghna Jain	Public	3,424	9,99,808
Total		19,00,000	55,48,00,000

(hereinafter referred to as "**Proposed Allottees**"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (**the "Preferential Issue"**).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of the floor price for the issue and allotment of Warrants is **Monday, August 19, 2024**, being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of **Rs. 13,87,00,000**, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of **Rs. 41,61,00,000**, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company ("Warrant Exercise Amount").
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of **Chapter V** of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in **Form No.PAS-4 (“Offer cum Application Form”)** together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations,



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

- the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
 - g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For, Addictive Learning Technology Limited
(Formerly Addictive Learning Technology Private Limited)**

Sd/-

**Komal Shah
Company Secretary
Date: 27th August, 2024
Place: Mumbai**



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

NOTES:

- 1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.**
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed to be the venue of this EGM.
4. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice.
5. Corporate Members intending their authorised representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorising them to attend and vote through VC/OAVM on their behalf at the EGM by email to evoting@lawsikho.in.



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 23, 2024.
7. The EGM Notice will also be available on the Company's website at www.lawsikho.com.
8. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., **September 18, 2024**. Members seeking to inspect such documents can send an email to evoting@lawsikho.in
11. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 23, 2024. Members may note that Notice has been uploaded on the website of the Company at www.lawsikho.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.
12. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register /update their email addresses with their Depository Participant(s).

13. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
14. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the EGM.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only.
16. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian securities market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.lawsikho.com.
17. The format of the register of members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. Any requests for updating these details should be submitted in Form ISR-1.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

18. The remote e-voting period commences on **Sunday 15th September, 2024 (9.00 A.M. IST) to Tuesday 17th September, 2024 (5.00 P.M. IST)**. During this period, members of the Company holding shares as on cut-off date i.e. **Wednesday, 11th September, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members (for voting through remote e-voting before the EGM and remote e-voting during the EGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e., **Wednesday, 11th September, 2024**.
19. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM at the EGM and members participating at the EGM, who have not already cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the EGM. Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the EGM as well as remote e-voting during the EGM. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Any person holding shares and non-individual shareholders, who acquire shares of the Company and become a member of the Company after sending the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@cdsl.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.
21. The Chairman shall, at the EGM, allow voting by use of the remote e-voting system for all those members who are present during the EGM through VC / OAVM but have not cast their votes by availing the remote e-voting facility before the EGM. The remote e-voting module during the EGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the EGM.

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

22. **Mr. Vivek Rawal, Proprietor of M/s. Rawal & Co., Company Secretaries Firm,** have been appointed as the Scrutinizer to scrutinise the remote e-voting before and during the EGM, in a fair and transparent manner.
23. The scrutinizer shall, immediately after the conclusion of remote e-voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and at the EGM) and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lawsikho.com and on the website of CDSL www.evoting.cdsl.com immediately after the results are declared and the same shall be communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.
25. Subject to the receipt of the requisite number of votes, the resolutions forming part of the EGM Notice shall be deemed to have been passed on the date of the EGM i.e., **18th September, 2024.**

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period commences on **Sunday 15th September, 2024 (9.00 A.M. IST) to Tuesday 17th September, 2024 (5.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, 11th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
---	---

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
---	---



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
--	--

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; evoting@lawsikho.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM &
E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending the meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at evoting@lawsikho.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated **August 27, 2024**:

In respect of Item No. 1

The Board of Directors of the Company (“**Board**”) at their meeting held on August 19, 2024 has approved raising of funds aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)** by way of issuance of up to 19,00,000 (Rupees Nineteen Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each (“**Warrants**”) to Promoters, Promoter Group and certain identified non-promoter persons as mentioned below (“**Warrant Holders**”/“**Proposed Allottees**”) at a price of Rs. 292/- (Rupees Two Hundred Ninety Two) each payable in cash (**including the warrant subscription price and the warrant exercise price**), aggregating up to Rs. **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following people:

Name of Allottee	Category	Maximum number of Warrants to be allotted
Ramanuj Mukherjee	Promoter	9,09,593
Abhyuday Agarwal	Promoter	9,09,593
Siddhant Singh Baid	Promoter Group	60,265
Harsh Jain	Promoter Group	3,425
Yash Vijayvargiya	Promoter Group	6,850
Sudeep Deb	Promoter Group	6,850
Meghna Jain	Public	3,424
Total		19,00,000

(referred to as the “**Proposed Allottees**”), by way of a preferential issue through private placement offer (the “**Preferential Issue**”). In this regard, the Board, pursuant to its resolution dated



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

1919.08.2024, has noted and accepted the investment commitment letter dated 12th August, 2024 issued by the Proposed Allottees to the Company for investment of aggregate amount up to an amount of **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)** crores in the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on August 1919 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 19,00,000 Warrants to the Proposed Allottees, each at a price of Rs 292/- per Warrant (including a premium of Rs.282/-per Warrant), aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)**, for a cash consideration, by way of a preferential issue on a private placement basis.

2) Purpose/Objects of the Issue

The Promoters as well as the Promoter Group and some identified strategic investors shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

- a) Up to 80% of the Issue Proceeds shall be used for unidentified acquisitions, which will be identified in due course of time. We are in the process of identifying target acquisitions in India or outside India, particularly in United Kingdom and North America (United States and Canada), with the intention of increasing our geographical presence in India and internationally, which will help us to get better access to these markets by providing additional offerings to the customers in these locations.
- b) Up to 20% (twenty percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "**General Corporate Purposes**").

(collectively referred to below as the "**Objects**")

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

Utilisation of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In Lakhs)	Tentative timelines for utilisation of Issue Proceeds from the date of receipt of funds
1.	Unidentified Acquisitions	4438.4	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	1109.6	
Total		5,548	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilised for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

compliance with applicable laws.

3) Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Issue Proceeds. Pending complete utilisation of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

4) Monitoring of utilisation of funds

Given that the issue size doesn't exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), the company isn't required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

5) Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Monday, August 19, 2024 i.e. 30 (thirty) days** prior to the date of this Extra Ordinary General Meeting which is **18th September, 2024** to approve the proposed preferential issue.

6) Kinds of securities offered and the price at which security is being offered, and the total / maximum number of securities to be issued

Up to 19,00,000 Warrants, at a price of Rs.292/- per Warrant (including a premium of Rs. 282/- per Warrant) aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)** crore, such price being not less than the floor price as on the relevant date mentioned above determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

7) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on National Stock Exchange Limited ("NSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a NSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Convertible Warrants shall be issued not less than higher of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs. 291.84/-** per equity share;



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs. 272.41/-** per equity share.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company.

However, the articles of association of the Company contain the provisions of the requirement of Valuation Report from the Registered Valuer in case of preferential issue.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer under Regulation 166A of SEBI (ICDR) Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have been paid by the Proposed Allottees.*

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ **291.84/-** per Convertible Warrant. The issue price is ₹ **292/- (Rupees Two Hundred and Ninety Two Only)** per Convertible warrant which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Hitesh Jhamb, a Registered Valuer (Registration No. IBBI/RV/11/2019/12355) having his office located at A-259, Portion II, Defense Colony, New Delhi-110024 in accordance with regulation 164 of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days up to the date of EGM and uploaded on the website of the Company. The link to the Valuation Report is available on www.lawsikho.com.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

8) Amount which the company intends to raise by way of such securities

Aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)**.

9) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are the promoters, individuals belonging to the promoter group of the Company and strategically identified individuals and entities from the public.

10) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2024- 25.

11) Maximum number of securities to be issued

The Company proposes to offer, issue and allot, in one or more tranches, up to 19,00,000 (Nineteen Lakhs) warrants convertible into equity shares ("Warrants"), at a price of ₹ **292/- (Rupees Two Hundred and Ninety Two Only)** per warrant, aggregating up to **₹55,48,00,000/- (Rupees Fifty-Five Crores Forty-Eight Lakhs Only)** by way of a Preferential Issue.

Minimum amount of Rs. 73/- per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 219/- for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 292/- (Rupees Two Hundred and Ninety Two Only) per Convertible Warrant.

12) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

The Proposed Allottees shall include Promoter & Promoter Group of the Company. The Company has received an investment commitment letter dated 12th August 2024 from the Proposed Allottees, informing the Company of their intention to invest an aggregate amount up to an amount of up to Rs. 55,38,00,192/- crore in the Company, subject to customary closing conditions. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
 Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

13) Time frame within which the Proposed Preferential Issue shall be completed :-

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

14) Shareholding pattern of the Company before and after the Preferential Issue

SI No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31, 2024)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,05,12,070	66.07	124,08,646	69.67
b)	Bodies Corporate	0	0	0	0
	Sub-Total (A)(1)	1,05,12,070	66.07	124,08,646	69.67
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	1,05,12,070	66.07	124,08,646	69.67
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
 Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

b)	FPI	0	0	0	0
c)	Alternate Investment Funds	1,70,125	1.07	1,70,125	0.96
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	6,000	0.04	6,000	0.03
f)	NBFCs registered with RBI	62,250	0.39	62,250	0.35
	Sub-Total (B)(1)	2,38,375	1.50	2,38,375	1.33
2	Institutions (foreign)				
	Foreign Direct Investment	0	0	0	0
	Foreign VenturesCapital Investors	0	0	0	0
	Foreign Portfolio Investors category-I	8,39,000	5.27	8,39,000	4.72
	Sub-Total (B)(2)	8,39,000	5.27	8,39,000	4.72
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Resident Individuals holding nominal shares capital up to Rs. 2 lakhs	23,99,018	15.08	23,99,018	13.47
b)	Resident Individuals holding nominal shares capital in excess of Rs. 2 lakhs	7,86,892	4.95	7,90,316	4.44
c)	NBFCs registered with RBI	0	0	0	0
d)	Any other, specify	0	0	0	0
e)	Directors And Their Relatives	0	0	0	0
f)	Key Managerial Personnel	0	0	0	0

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

g)	IEPF	0	0	0	0
h)	Trusts	0	0	0	0
i)	Foreign National	0	0	0	0
j)	Non-Nationalised Banks	0	0	0	0
k)	Non-Resident Indians	2,51,000	1.58	2,51,000	1.41
l)	Clearing Member	0	0	0	0
m)	Bodies Corporate	5,67,064	3.56	5,67,064	3.18
n)	Any other	3,16,313	1.99	3,16,313	1.78
	Sub-Total (B)(4)	43,20,287	27.16	43,23,711	24.28
	Total Public Shareholding (B)	53,97,662	33.93	54,01,086	30.33
	Total (A)+(B)	1,59,09,732	100.00	1,78,09,732	100.00

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

15) Change in Control, if any, in the Company consequent to the preferential issue

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

16) Principal terms of assets charged as securities

Not applicable.

17) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:



ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

A. **Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. **Conversion and other related matters:**

- I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").
- II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

C. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.

18) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

19) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Not Applicable

20) Proposed allottees, identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Pre & Post Preferential Issue Capital that may be held by the proposed allottees:

Name of the Proposed Allottee	PAN	Category	Ultimate Beneficial Owners	Pre Issue % Holding*	Number of Warrants proposed to be allotted	Post Issue % Holding
Ramanuj Mukherjee	AUJPM7314C	Promoter	NA	27.90	9,09,593	30.03
Abhyuday Agarwal	AIVPA1712C	Promoter	NA	27.90	9,09,593	30.03

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
 Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

Siddhant Singh Baid	AICPB2918A	Promoter Group	NA	1.98	60,265	2.11
Harsh Jain	AMOPJ6080D	Promoter Group	NA	1.98	3,425	1.79
Yash Vijayvargiya	APUPV4560K	Promoter Group	NA	0.66	6,850	0.63
Sudeep Deb	AKLPD2792H	Promoter Group	NA	2.01	6,850	1.83
Meghna Jain	ADOPJ4280G	Public	NA	NIL	3,424	0.02

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

21) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Up to Rs. 53,12,02,312/- crore

22) Undertaking:

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course
Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

23) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

24) Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

25) Practising Company Secretary's Certificate

The certificate from M/s Rawal & Co. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.lawsikho.com

26) Other disclosures

- a) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential Issue is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations. However, since the Articles of Association mandate the report, the same has been secured.
- f) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.



**ADDICTIVE LEARNING TECHNOLOGY LIMITED
(formerly Addictive Learning Technology Private Limited)**

(CIN: L74110HR2017PLC118029)

Registered office: Space Creators Heights, 3rd floor, Landmark Cyber Park, Golf Course Extension, Sector 67, Gurgaon, Haryana India, 122002

Ph. No.: 01243531246, E-mail: compliance@lawsikho.in

- g) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
- h) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- i) The Company is in compliance with the conditions for continuous listing.

Mr. Ramanuj Mukherjee and Mr. Abhyuday Agarwal, promoters and Mr. Siddhant Singh Baid, Mr. Sudeep Deb, Mr. Yash Vijayvargiya and Mr. Harsh Jain, persons belonging to the Promoter Group may be considered as deemed to be concerned or interested in the said resolution. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 4 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By the order of the Board of Directors of

Addictive Learning Technology Limited

Sd/-

Komal Shah

Company Secretary

Date: 27 August 2024

Place: Mumbai