NOTICE

To,
The Shareholders of the Company
The Directors of the Company
The Statutory Auditors of the Company

Notice is hereby given that the extraordinary general meeting ("**EGM**") (01/2022-23) of the Members of Brokentusk Technologies Private Limited ("**Company**") is scheduled to be held on Friday, 17th June, 2022 at 4:00 PM (IST) at 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001, at shorter notice to transact the following business at shorter notice:

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER AND APPROVE THE TERMINATION OF BROKENTUSK EMPLOYEE STOCK OPTION SCHEME, 2018.

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as an ***Ordinary Resolution***:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the applicable provisions of BrokenTusk Employee Stock Option Scheme-2018 ("ESOP Plan") consent of the members of the Company be and is hereby accorded to terminate and suspend the existing ESOP Plan of the Company with immediate effect

RESOLVED FURTHER THAT Mr. Sahil Ramanath Kini (DIN: 06692107) and Nikhil Sathish Kumar Kolar (DIN: 08037860), directors of the Company, be and are hereby, jointly or severally authorized to take all necessary step(s) as may be deemed expedient by him for giving effect to this resolution, for and on behalf of the Company."

ITEM NO. 2

APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION.

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as an **Ordinary *Resolution***:

"**RESOLVED THAT** pursuant to the provisions of Section 188, Section 184 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) the consent of the members be and is hereby accorded to enter into various agreements with Agya Technologies Private Limited, a related party to the Company, for the purpose of availing services.

RESOLVED FURTHER THAT Mr. Sahil Ramanath Kini (DIN: 06692107) and Nikhil Sathish Kumar Kolar (DIN: 08037860), directors of the Company be and is hereby authorized to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

ITEM NO. 3

APPROVAL FOR AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as ***Special resolution***:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed thereunder (as amended from time to time), subject to the approval of the Registrar of Companies, and/or of any other statutory or regulatory authority, the approval of the shareholders of the Company be and is hereby accorded for alteration of the Memorandum of Association of the Company in following manner:

"the words and figures '[3] Amended vide special resolution passed in the Annual General Meeting held on 30th October 2020.' appearing in the footnotes shall be removed"

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for an on behalf of the Company including but not limited to filing of necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.

RESOLVED FURTHER THAT any of the Directors and of the Company is authorized to certify the true copy of the aforesaid resolutions."

By order of the Board of Directors
For Brokentusk Technologies Private Limited

Place: Bangalore
Date: 17/06/2022

Sahil Ramanath Kini
Director [DIN: 06692107]

Encl:
1. Attendance Slip
2. Proxy Form

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. The instrument appointing the proxy should, however, shall be deposited at the registered office of the Company at any time before the commencement of the Meeting.

2. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members who hold Shares in electronic form are requested to write their Client ID and DP ID number and those who hold Shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of Membership at the EGM.

6. For convenience of Members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as `proxy'.

7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday and public holidays.

8. Explanatory statement as required under Section 102 of the Companies Act, 2013 is enclosed and forms part of the notice.

9. Route map and land mark details for the venue of general meeting is attached to this Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

ITEM NO. 01:

PART A:

Pursuant to the execution of Onshore Share Purchase Agreement and the Offshore Share Purchase and Share Swap Agreement (the "Agreements"), the existing BrokenTusk Employee Stock Option Scheme-2018 (the "ESOP Plan") of the Company is proposed to be terminated.

The Board of Directors in its meeting held on 17th June 2022, has approved the termination of ESOP Plan subject to the approval of members by way of Ordinary Resolution.

The provisions of the ESOP Plan require approval of members of the Company by way of resolution. The Directors, therefore, recommend passing of resolution set out at Item No. 01 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

Documents and papers referred to in the resolution along with copy of the Agreements and other related documents shall be available for inspection between 11:00 AM to 05:00 PM on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

PART B:

Other details as required under Section 102 of the Companies Act, 2013:

Particulars of Interested Person(s)	**The nature of concern or interest, financial or otherwise, if any, in respect of the item specified in the Notice.**
i. Name of Director and the Manager; ii. Name of every other key managerial personnel; iii. Names of relatives of the person mentioned above.	NA NA NA
Any other information and facts that may enable members to understand the meaning, scope and implications of the item of business and to take decisions.	NA

ITEM NO. 02:

The Company is willing to enter into various agreement with Agya Technologies Private Limited ("Agya") for the provision of availing services. Agya being a related party to the Company, an approval of members by way of Ordinary Resolution is required to be obtained in accordance with the provisions of Section 188 of the Companies Act, 2013 and applicable rules made thereunder.

The Board of Directors in its meeting held on 17th June 2022, has approved the above-mentioned related party transaction subject to the approval of members by way of Ordinary Resolution.

The Directors, therefore, recommend passing of resolution set out at Item No. 02 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.
Documents and papers referred to in the resolution and other related documents shall be available for inspection between 11:00 AM to 05:00 PM on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

PART B:
Other details as required under Section 102 of the Companies Act, 2013:

Particulars of Interested Person(s)	The nature of concern or interest, financial or otherwise, if any, in respect of the item specified in the Notice.
(i) Name of Director and the Manager; (ii) Name of every other key managerial personnel; (iii) Names of relatives of the person mentioned above.	Sahil Ramanath Kini and Nikhil Sathish Kumar Kolar, being the common directors and shareholders. NA NA
Any other information and facts that may enable members to understand the meaning, scope and implications of the item of business and to take decisions.	NA

ITEM NO. 03:

PART A:

The Memorandum of Association (the "MoA") of the Company has erroneously recorded a reference to the Annual General Meeting of the Company dated 30th October, 2020 which has not actually been convened by the Company.

The reference to the aforementioned date in the MoA has been included inadvertently and accordingly the reference to the erroneous date is being proposed to be removed by amending the MoA of the Company.

The Board of Directors in its meeting held on 17th June 2022, has approved amendment to the MoA subject to the approval of members by way of Special Resolution.

The Directors, therefore, recommend passing of resolution as per item No. 03 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

Documents and papers referred to in the resolution along with copy of amended MoA and other related documents shall be available for inspection between 11:00 AM to 05:00 PM on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

PART B:

Other details as required under Section 102 of the Companies Act, 2013:

Particulars of Interested Person(s)	The nature of concern or interest, financial or otherwise, if any, in respect of the item specified in the Notice.
i. Name of Director and the Manager; ii. Name of every other key managerial personnel; iii. Names of relatives of the person mentioned above.	NA NA NA
Any other information and facts that may enable members to understand the meaning, scope and implications of the item of business and to take decisions.	NA

For Brokentusk Technologies Private Limited

BROKENTUSK TECHNOLOGIES PRIVATE LIMITED

Sahil Ramanath Kini
Director [DIN: 06692107]

Extra-ordinary General Meeting
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
[CIN: U74999KA2018PTC116465]
Registered office: 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru Bangalore KA 560001

Form No. MGT-11
FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	:	Email Id	:
Registered Address	:	Folio No.	:
	:	*DP Id.	:
No. of Shares held	:	*Client Id.	:

** Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of ___________ shares of the company hereby appoint:

1. Mr./Mrs. _________________________________ Email Id: _______________________________

   Address : _________________________________

   ____
   ____ Signature:_______________________________

2. Mr./Mrs. _________________________________ Email Id: _______________________________

   Address : _________________________________

   ____
   ____ Signature:_______________________________

3. Mr./Mrs. _________________________________ Email Id: _______________________________

   Address : _________________________________

   ____
   ____ Signature:_______________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on 17th June, 2022 at 4:00 PM (IST) at the and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sl. No.	Resolutions	Number of Shares held	For	Against
SPECIAL BUSINESS				
1	TO CONSIDER AND APPROVE THE TERMINATION OF BROKENTUSK EMPLOYEE STOCK OPTION SCHEME, 2018.			
2	APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION.			
3	APPROVAL FOR AMENDMENT TO THE MEMORANDUM OF ASSOCIATION			

*** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Affix One rupee Revenue Stamp

Signature(s) of the Member(s)

1.________________________________
2.________________________________
3.________________________________

Signed this _______day of________2022

Notes:

1. The Proxy to be effective should be deposited at the registered office of the company not less than two (2) Hours before commencement of the meeting.
2. A proxy need not be a member of the company.
3. In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.
4. The form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against’ as appropriate.

Attendance Slip

Extra-ordinary General Meeting
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
[CIN: U74999KA2018PTC116465]
Registered office: 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru Bangalore KA 560001

Date	Venue	Time
17/06/2022	2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001	4:00 PM (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. ________________ *DP ID No._______________ *Client ID No. _________________

Name of the Member Mr./Mrs. _________________________________ Signature _______________

Name of the Proxyholder Mr./Mrs. _________________________________ Signature _____________

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on 17th June, 2022 at 4:00 PM (IST) at 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001.

____

Signature of the Member/ Proxy

Note: Electronic copy of the Notice of the Extra-ordinary General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra-ordinary General Meeting can print copy of this Attendance Slip.

Physical copy of the Notice of the Extra-ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

ROUTE MAP OF THE VENUE

BrokenTusk Technologies Pvt Ltd
FLR 3, Embassy Icon Annexe,
2/1, Infantry Road, Bangalore – 1

https://setu.co
contact@setu.co
080 4377 5911