BrokenTusk Technologies Private Limited
Registered address: 2/1, Third Floor, Embassy Icon Annexe,
Infantry Road, Bengaluru - 560001, Karnataka, India
CIN number: U74999KA2018PTC116465

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

NOTICE

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") (02/2025-26) of the Members of BrokenTusk Technologies Private Limited ("**Company**") is scheduled to be held on Wednesday, February 18, 2026 at 7.15 PM (IST) at Unit No. 408, 4th Floor, Time Tower, MG Road, Dlf Qe, Gurgaon, Haryana, India, 122002, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

To grant approval for entering into related party transaction by the Company

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 2(76) and 188 read with the Companies (Meetings of Board and its Powers) Rules and other applicable provisions of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all other applicable laws, rules, regulations, as amended, supplemented or re-enacted from time to time, the consent of the members of the Company be and is hereby accorded to the Company to enter into such transaction mentioned in Section 188(1)(b) with Mr. Nikhil Sathish Kumar Kolar, a related party to the Company ("**Related Party**"), for purchase of shares held by the Related Party in Agya Technologies Private Limited, for an aggregate consideration of INR 6,95,00,000/- (Indian Rupees Seven Six Crores Ninety Five Lakhs only) ("**RPT**"), at such terms and conditions as may be considered appropriate by the Board of the Company and particulars mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, executing necessary documents, take necessary steps as the may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Directors be and are hereby authorized to file the relevant forms with the relevant statutory and/or regulatory authorities, as may be necessary, update the statutory registers maintained by the Company and to provide a certified true copy of this resolution to such persons, authorities, departments and offices as and when required."

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

RITESH KHETAN
Digitally signed by RITESH KHETAN
Date: 2026.02.18 18:37:44 +05'30'

Ritesh Khetan
Director [DIN: 09642571]

Place: Mumbai
Date: February 18, 2026

Encl:

1. **Proxy Form**
2. **Consent for Shorter Notice**
3. **Attendance Slip**
4. **Route Map**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing the proxy should, however, shall be deposited at the venue of the EGM before the commencement of the Meeting.

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

2. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the EGM.

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

4. 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.

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

6. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.

7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office and electronically upon request, from the time of circulation of the EGM Notice and during the EGM.

8. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of EGM and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip at the venue of the EGM.

9. Consent of the shareholders under Section 101(1) of the Companies Act, 2013 for issue of shorter notice is annexed herewith. The Members are requested to provide the signed consent letters before the commencement of the EGM.

10. The relevant Statutory Registers and documents required to be kept open for inspection at the EGM of the Company under the Companies Act, 2013 read with Rules made thereunder, will be available for inspection during the EGM by any person having the right to attend the EGM.

11. Route Map of the venue is enclosed herewith.

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:

The members are informed that the Company is proposing to acquire 9,999 equity shares in Agya Technologies Private Limited ("**Agya**") from the existing shareholders in Agya to make it a wholly-owned subsidiary of the Company, out of which 4,999 equity shares are held by Mr. Nikhil Satish Kumar Kolar, Whole-Time Director of the Company. It is also proposed to acquire beneficial interest in 1 equity share of Agya held by Mr. Nikhil Satish Kumar Kolar as the registered owner. Consequently, the said share purchase and acquisition of beneficial interest as mentioned above results into a transaction with related party under Section 2(76)(i), i.e. the Company and its Director i.e. Mr. Nikhil Satish Kumar Kolar who is also a Director of Agya. The said transaction also falls under related party transactions as per the provisions of Section 188(1)(b) and the consideration involved exceeds the limit prescribed under Rule 15(3)(a)(ii) of Companies (Meetings of Board and its Powers) Rules, 2014, i.e. exceeds 10% of the networth of the Company. Hence, the said transaction requires the approval of the members of the Company.

Pursuant to proviso to Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 following disclosure is made:

Sr. No.	Particulars	Explanation
1.	Name of the related party	Mr. Nikhil Satish Kumar Kolar
2.	Name of the director or key managerial personnel who is related, if any	Mr. Nikhil Satish Kumar Kolar
3.	Nature of relationship	Whole-Time Director of the Company (KMP)
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Nature and Particulars –Buying of shares falling under Section 188(1)(b) of the Companies Act, 2013. Material terms– Mr. Nikhil Sathish Kumar Kolar holds 5,000 equity shares in Agya. The proposal is by way of one-time arrangement for the purchase of complete ownership in 4,999 shares and beneficial ownership in 1 share held in Agya Technologies Private Limited by Mr. Nikhil Sathish Kumar Kolar to the Company, for an aggregate consideration of INR 6,95,00,000/- (Indian Rupees Six Crores Ninety-Five Lakhs only).
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None.

None of the Directors, Key Managerial Personnel and their relatives , except for Mr. Nikhil Satish Kumar Kolar, who is a Whole-Time Director in the Company, have any concern or interest, financial or otherwise, in respect of the Item No. 1 specified in the Notice.

The Board of Directors of the Company, in its meeting held on February 18, 2026 have recommended the resolution stated above in Item No. 1, for the approval of members as an Ordinary Resolution.

For BrokenTusk Technologies Private Limited

RITESH KHETAN
Digitally signed by RITESH KHETAN
Date: 2026.02.18 18:38:03 +05'30'

Ritesh Khetan
Director [DIN: 09642571]

Place: Mumbai
Date: February 18, 2026

SETU

BrokenTusk Technologies Private Limited
Registered address: 2/1, Third Floor, Embassy Icon Annexe,
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Extraordinary General Meeting
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
[CIN: U74999KA2018PTC116465]
Registered office: 2/1, Embassy Icon Annexe, Infantry Road, Bangalore-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:_______________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, February 18, 2026 at 7:15 PM (IST) at Unit No. 408, 4th Floor, Time Tower, MG Road, Dlf Qe, Gurgaon, Haryana, India, 122002 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:*

SI. No.	Resolutions	Number of Shares held	For	Against
SPECIAL BUSINESS				
1	To grant approval for entering into related party transaction by the Company			

** *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.*

Signature(s) of the Member(s)
1.________________________________
2.________________________________
3.________________________________

Affix One rupee Revenue Stamp

Signed this ______day of________, 2026

Notes:

1. *The Proxy to be effective should be deposited at the venue of the EGM 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 column s "For" or "Against' as appropriate.*

Consent by Members for shorter notice
[Pursuant to Section 101(1)of Companies Act, 2013]

To,
The Board of Director
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
Registered Office: 2/1, Third Floor, Embassy Icon Annexe,
Infantry Road Bengaluru -560001, Karnataka

I/We, …………………. , resident of/having registered office at …………………………………….. ……………………………………………………………, being a member of Brokentusk Technologies Private Limited, holding ………. equity shares of INR 0.001/- each, do and hereby give my/our consent to hold Extraordinary General Meeting of the Company on Wednesday, February 18, 2026 at 7.15 PM at shorter notice at Unit No. 408, 4th Floor, Time Tower, MG Road, Dlf Qe, Gurgaon, Haryana, India, 122002.

____
<Name of the Shareholder>

Attendance Slip

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

Date	Venue	Time
18/02/2026	Unit No. 408, 4th Floor, Time Tower, MG Road, DLF QE, Gurgaon-122002	7.15 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.

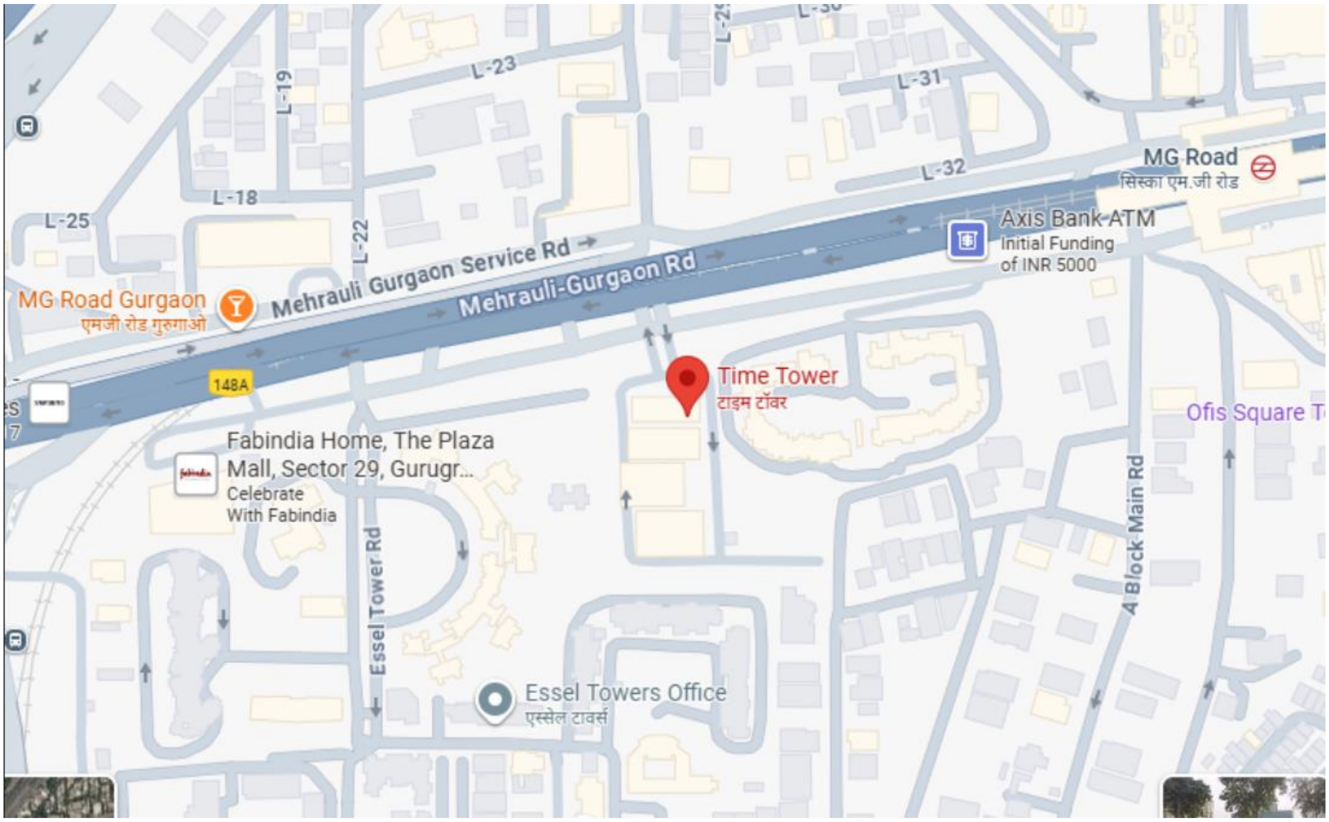
I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, February 18, 2026 at 7.15 PM (IST) at Unit No. 408, 4th Floor, Time Tower, MG Road, DLF QE, Gurgaon-122002.

____
Signature of the Member/ Proxy

Note: Electronic copy of the Notice of the Extraordinary 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 Extraordinary General Meeting can print copy of this Attendance Slip.

Physical copy of the Notice of the Extraordinary 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



Venue: Unit No. 408, 4th Floor, Time Tower, MG Road, DLF QE, Gurgaon-122002, India.