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 Wednesday, June 22, 2022 at 06:00 PM (IST) at 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001, at shorter notice to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

APPROVE APPOINTMENT OF MR. RITESH KHETAN AS A DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Act and the rules framed under, as may be amended from time to time and the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ritesh Khetan (DIN: 09642571) as a director of the Company effective immediately.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors of the Company be and is hereby authorized to take all actions and to do all such deeds, matters and things as it may deem necessary.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to file necessary forms (including E-Form DIR-12), intimations, documents with the concerned registrar of companies and other government authorities and undertake, do, perform and execute all such acts, deeds, matters and things, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may be required for the purpose of giving effect to the above resolution.

ITEM NO. 2

APPROVE APPOINTMENT OF MS. JAGRITI BHATTACHARYYA AS A DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Act and the rules framed under, as may be amended from time to time and the articles of association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Ms. Jagriti Bhattarcharyya (DIN: 06548893), as a director of the Company effective immediately.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors of the Company be and is hereby authorized to take all actions and to do all such deeds, matters and things as it may deem necessary.

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to file necessary forms (including E-Form DIR-12), intimations, documents with the concerned registrar of companies and other government authorities and undertake, do, perform and execute all such acts, deeds, matters and things, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may be required for the purpose of giving effect to the above resolution.

ITEM NO. 3

ADOPTION OF RESTATED ARTICLES 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 5, Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force, the shareholders be and hereby approve and adopt the restated Articles of Association (including entrenchment thereof, if any) by way of unanimous consent, as submitted to this meeting, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid restated Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

Place: Bangalore
Date: 22nd June 2022

Sahil Ramanth 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.

10. As the extraordinary general meeting is being held at a shorter notice than that prescribed under Section 101(1) of the Companies Act, 2013, the members are requested to provide their respective consent to hold the extraordinary general meeting at shorter 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 and 02

PART A:

The Company has entered into a Share Purchase Agreement dated June 14, 2022 with Pine Labs Limited ("**Purchaser**"). Pursuant to the terms of Share Purchase Agreement, the Purchaser has a right to appoint 2 (Two) Directors to the Board of Directors of the Company. The Purchaser has proposed to appoint Mr. Ritesh Khetan (DIN: 09642571) and Ms. Jagriti Bhattacharyya (DIN: 06548893) as directors of the Company.

The approval of the members by way of ordinary resolution is required pursuant to section 152 and all other applicable provisions, if any, of the Companies Act, 2013 to appoint directors.

The Directors, therefore, recommend passing of resolutions as per item Nos. 01 and 02 of the accompanying notice in accordance with the applicable provisions of the Companies Act, 2013.

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. 03:

The parties (as referred to in the Agreement) have executed the Share Purchase Agreement (the "**Agreement**") dated June 14, 2022. In order to fulfill the conditions provided in the said Agreement, it is proposed to amend the existing Articles of Association (the "**AoA**") of the Company.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the shareholders for the proposed alteration of the AoA of the Company and accordingly, the board of directors recommends the relevant resolution for the unanimous approval of the shareholders.

Documents and papers referred to in the resolution along with copy of AoA 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

____
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 Wednesday, June 22, 2022 at 06:00 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
ORDINARY BUSINESS				
1	APPROVAL OF APPOINTMENT OF MR. RITESH KHETAN AS A DIRECTOR OF THE COMPANY.			

2	APPROVAL OF APPOINTMENT OF MS. JAGRITI BHATTACHARYYA AS A DIRECTOR OF THE COMPANY.			
SPECIAL BUSINESS				
1	ADOPTION OF RESTATED ARTICLES 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.*

Signature(s) of the Member(s)

Affix One rupee Revenue Stamp

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
22nd June 2022	2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001	06:00 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 Wednesday, June 22, 2022 at 06:00 PM (IST) at 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru KA 560001.

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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