NOTICE

Shorter Notice is hereby given that the Extraordinary General Meeting ("**EGM**") (01/2025-26) of the Members of BrokenTusk Technologies Private Limited ("**Company**") is scheduled to be held on Sunday, June 29, 2025 at 6.00 PM (IST) through video-conferencing and other audio-visual means ("**VC or OVAM)**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

To consider and approve increasing the borrowing limits of the Company under Section 180(1)(c) of Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) ("**Act**"), the enabling provisions of Memorandum and Articles of Association of the Company, subject to such approvals, consents, sanctions and permissions, as may be required from time to time, the consent of shareholders of the Company be and is hereby granted to the Board of Directors of the Company ("**Board**") to borrow any sum(s) of money, from time to time, in Indian Rupees or equivalent thereof in any foreign currency(ies) in any manner, including by way short term loans or other instruments and/or through credit from official agencies and/or by way of commercial borrowings, at such discretion as the Board may deem fit, from bank(s), financial institution(s), any other lending institution(s), companies, body corporates, whether secured or unsecured, on such terms and conditions as may be considered suitable by the Board in the best interests of the Company, up to a limit not exceeding an aggregate of INR 30 Crores (Indian Rupees Thirty Crores Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company, its free reserves and securities premium.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required, to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to executing the required documents, filing of the necessary forms, returns and documents with the competent authorities and to do such other acts, deeds, things and matters incidental or ancillary to the above."

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

Anand Chandru Raisinghani
Digitally signed by Anand Chandru Raisinghani
Date: 2025.06.28 21:11:27 +05'30'

Place: Mumbai
Date: June 28, 2025

Anand Raisinghani
Additional Director [DIN: 10846673]

Encl:
1. Consent for Shorter Notice

***NOTES*:**

1. Pursuant to the Circular No. 20/2020 dated May 05, 2020 followed by Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, companies are allowed to hold EGM through video-conferencing means ("**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. A member may attend this meeting through video conference by using the following Google MeetLink below which will also be included in the email through which this notice is being sent so that the members may click on the link and join the meeting: https://meet.google.com/jez-ptai-xnb?hs=224

3. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available.

4. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

5. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on legal@setu.co from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

6. Members can join the EGM through 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.

7. 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 the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

8. 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/ as on Saturday, June 28, 2025.

9. Members may note that Notice will be uploaded on the website of the Company at www.setu.co

10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

11. In case a poll is conducted on any business mentioned in the notice, the members may convey their votes to the email id – legal@setu.co . Also, if the members have any questions with regard to the meeting or need any technology assistance before or during the meeting, they may write to the abovementioned email id or call on 080-43775911.

12. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with 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:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the requirement of funds by the Company of the Company, in short term as well as long term, for supporting its business operations and objectives, the Company may require to borrow from time to time by way of raising loans, short-term or long-term or through other instruments from banks, financial institutions, companies and/or body corporates. In this regard, it is recommended by the Board of Directors to enhance the borrowing limits of the Company in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company but not exceeding, at any time, INR 30 Crores (Indian Rupees Thirty Crores Only).

Thus, the Board of Directors recommend the resolution stated above in Item No. 1, for the approval of members as a Special Resolution.

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

None of the Directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, except to the extent of their shareholding in the Company. There are no and Key Managerial Personnel in the Company.

For BrokenTusk Technologies Private Limited

Anand Chandru Raisinghani

Digitally signed by Anand Chandru Raisinghani
Date: 2025.06.28 21:11:44 +05'30'

Additional Director
[DIN: 10846673]

Place: Mumbai
Date: June 28, 2025

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 Sunday, June 29, 2025, at 6.00 PM at shorter notice.

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<Name of the Shareholder>