

THUMBWORKS TECHNOLOGIES PRIVATE LIMITED

Reg off: Office No. 201/202, 2nd Floor, S No. 134/1, Rachana Ventura, Belvedere Building,
Aundh Pune - 411 007, Maharashtra, India

CIN: U72900PN2014PTC153050 Website: <http://getwalnut.com> Contact no: +91-20-69000537

NOTICE

To
Shareholders,
Auditors,
Directors

NOTICE is hereby given that the 4th Annual General Meeting of Members of Thumbworks Technologies Private Limited will be held on **Thursday, September 06, 2018 at 02.00 P.M.**, at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvedere Building, Aundh Pune - 411 007, Maharashtra, India, at shorter notice, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF ANNUAL ACCOUNTS:

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018 and report of the Board and auditor's thereon, including annexure thereto as recommended by the Board for adoption by the members of the Company, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto including but not limited to filing of necessary forms with the Registrar of Companies, Pune and to comply with all other requirements in this regard under Companies Act, 2013 and rules and regulations made there under and such other law as may be applicable."

SPECIAL BUSINESS:

ITEM NO. 2

APPROVAL FOR APPOINTMENT OF MR. GAURAV DINESH HINDUJA AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and rules made thereunder, the consent of members, be and is hereby accorded to appoint of Mr. Gaurav Dinesh Hinduja [DIN: 01264801], as a Director of the Company in a non-executive capacity with effect from

September 06, 2018.”

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary giving the effect to the above resolution including but not restricted to certify the above resolution and file the necessity e-forms with the Registrar of Companies.”

ITEM NO. 3

APPROVAL FOR APPOINTMENT OF MR. SASHANK RAMASUBBAN RISHYASRINGA AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and rules made thereunder, the consent of members, be and is hereby accorded to appoint of Mr. Sashank Ramasubban Rishyasringa [DIN: 06466985], as a Director of the Company in a non-executive capacity with effect from September 06, 2018.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary giving the effect to the above resolution including but not restricted to certify the above resolution and file the necessity e-forms with the Registrar of Companies.”

ITEM NO. 4

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT the draft of the restated articles of association (“Restated Articles”) of the Company incorporating the terms of the Securities Purchase Agreement (“SPA”) dated August 14, 2018 entered into amongst the Company, Sequoia Capital India Investments IV, Saif Partners India V Limited, Mr. Patanjali Narasimha Somayaji, Mr. Amit Gangadhar Bhor and Capfloat Financial Services Private Limited, as tabled before the Board duly initialled by the chairman for the purposes of the identification, pursuant to the applicable provisions of the Companies Act, 2013, including Sections 5 and 14 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members, be and is hereby accorded for the existing articles of association of the Company to be repealed and substituted with the Restated Articles.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies (“RoC”), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the RoC or such other statutory authorities in the implementation of the

aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same."

ITEM NO. 5

APPROVAL FOR RATIFICATION OF THE ORDINARY RESOLUTION PASSED IN THE EGM HELD ON SEPTEMBER 29, 2016:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT the ordinary resolution passed at the Extra-Ordinary General Meeting held on September 29, 2016, for approval of issuance of 100 (One Hundred) Equity Shares and 8,232 (Eight Thousand Two Hundred and Thirty Two) Series A Compulsory Convertible Cumulative Preference Shares to Sequoia Capital India Investments IV and Saif Partners India V Limited, pursuant to the applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) should be passed as Special Resolution, consent of members is hereby given to ratify the ordinary resolution passed".

"RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies ("RoC"), and to do all such acts and deeds that may be required or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same."

ITEM NO. 6

APPROVAL FOR RECLASSIFICATION OF EXISTING AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 61 and such other applicable provisions of the Companies Act, 2013 ("the Act") or any statutory modifications(s) thereof and rules framed thereunder and the Articles of Association ("AoA") of the Company, the approval of the shareholders be and is hereby accorded for re-classification of the existing authorized capital of Rs. 20,01,000 (Rupees Twenty Lakhs One Thousand only) divided into (a) 60,000 (Sixty Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each; (b) 4,000 (Four Thousand) seed fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- (Rupees One Hundred Only) each; and (c) 10,010 (Ten Thousand and Ten) series A fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- (Rupees One Hundred Only) each, into:

- i. 80,050 Equity shares of Rs. 10/- each aggregating to Rs. 8,00,500/-
- ii. 3,323 Seed fully and compulsorily convertible cumulative preference shares of

- face value of Rs. 100/- each aggregating to Rs. 3,32,300/-
- iii. 8,232 Series A fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- each aggregating to Rs. 8,23,200/-
 - iv. 450 Series B fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- each aggregating to Rs. 45,000/-

"RESOLVED THAT pursuant to the provisions of Section 13 of the Act and other applicable provisions, if any of the Act or any statutory modification(s) of thereon and rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be and hereby replaced with the following new **Clause V"**

The authorized share capital of the Company is Rs. 20,01,000/- (Rupees Twenty Lakhs One Thousand only) divided into:

- i. 80,050 Equity shares of Rs. 10/- each aggregating to Rs. 8,00,500/-
- ii. 3,323 Seed fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- each aggregating to Rs. 3,32,300/-
- iii. 8,232 Series A fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- each aggregating to Rs. 8,23,200/-
- iv. 450 Series B fully and compulsorily convertible cumulative preference shares of face value of Rs. 100/- each aggregating to Rs. 45,000/-

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms to the Registrar of Companies and to do such acts and deeds that may be required for the purpose of re-classification of the Capital Clause in the Memorandum of Association of the Company in the implementation of the aforesaid resolutions and to authorize such persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same".

By the Order of Board

For THUMBWORKS TECHNOLOGIES PRIVATE LIMITED


Patanjali Narasimha Somayaji

DIN: 06984723

Director

Address: 11 Kumar Bagmane, Shankar Seth Road,
Pune - 411 057, Maharashtra, India

Date: August 30, 2018

Place: Pune

NOTES:

1. **Explanatory statement** pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure 1**.
2. Entry to the place of meeting will be regulated by an **Attendance Slip** which is annexed hereto as **Annexure 2** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The **Proxy Form** is annexed hereto as **Annexure 3**.
4. 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.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of General meeting of the Company.

Route map and land mark details for the venue of general meeting are as below:



ANNEXURE - I

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013

ITEM NO. 2:

**APPROVAL FOR APPOINTMENT OF MR. GAURAV DINESH HINDUJA AS A DIRECTOR
OF THE COMPANY:**

The Board of Director of the Company on September 06, 2018 has recommended the appointment of Mr. Gaurav Dinesh Hinduja as director of the Company and the consent in form DIR-2, declarations in form MBP-1 and DIR-8 obtained from Mr. Gaurav Dinesh Hinduja were taken on record by the Company.

Pursuant to section 152 of the Companies Act, 2013, every director shall be appointed at the general meeting of the Company hence the proposal has been placed before the members for their approval.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
- | | | |
|---|--------|--------|
| i. Every director and the manager, if any | : None | except |
| <i>Gaurav Dinesh Hinduja</i> | | |
| ii. Every other key managerial personnel | : None | |
| iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above | : None | |
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommended the Resolution in Item No.3 as an Ordinary Resolution for your approval.

ITEM NO. 3:

**APPROVAL FOR APPOINTMENT OF MR. SASHANK RAMASUBBAN RISHYASRINGA
AS A DIRECTOR OF THE COMPANY:**

The Board of Director of the Company on September 06, 2018 has recommended the appointment of Mr. Sashank Ramasubban Rishyasringa as director of the Company and the consent in form DIR-2, declarations in form MBP-1 and DIR-8 obtained from Mr. Sashank Ramasubban Rishyasringa were taken on record by the Company.

Pursuant to section 152 of the Companies Act, 2013, every director shall be appointed at the general meeting of the Company hence the proposal has been placed before the members for their approval.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:

- i. Every director and the manager, if any :None except
Sashank Ramasubban Rishyasringa
- ii. Every other key managerial personnel : None
- iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above : None
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – As above.

Your directors have accordingly recommended the Resolution in Item No.4 as an Ordinary Resolution for your approval.

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

01. Appointment of GAURAV DINESH HINDUJA:

1.	Director Identification Number (DIN)	01264801
2.	Name (in full)	GAURAV DINESH HINDUJA
3.	Father's Name (in full)	DINESH JHAMANDAS HINDUJA
4.	Address	Flat No 61, Tower 2, Pebble Bay Apartments Dollors colony, R M V Extension, II Stage, Bengaluru-560094, Karnataka, India
5.	Age	about 36 years
6.	Qualifications	Masters from Standford University
7.	Experience	Gaurav has deep operating experience in India with detailed knowledge of complex supply chains. Prior to Capital Float, he ran operations for Gokaldas Exports, India's largest apparel manufacturer employing 40,000 people with \$250 million in revenues. As COO, he had complete P&L responsibility for a major business line and led the implementation of lean manufacturing across company units. Gaurav completed his MBA from Stanford University and graduated from Christ University with distinction in Commerce
8.	Terms and conditions of appointment	Nil
9.	Terms of remuneration	Nil
10.	Date of first appointment on the Board	September 06, 2018
11.	Shareholding in the company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL

13.	The number of Meetings of the Board attended during the year	NIL
14.	Other Directorships	4
15.	Membership/ Chairmanship of Committees of other Boards	NIL

02. Appointment of SASHANK R RISHYASRINGA

1.	Director Identification Number(DIN)	06466985
2.	Name (in full)	SASHANK R RISHYASRINGA
3.	Father's Name (in full)	BHANWAR SINGH RISHYASRINGA
4.	Address	Savista Sanjhariya, Thikariya, Ajmer Road, Jaipur-302006, Rajasthan, India
5.	Age	About 35 years
6.	Qualifications	Masters from Standford University
7.	Experience	Sashank is a former strategy consultant with global experience across developed and emerging markets. Prior to Capital Float, Sashank was an Engagement Manager at McKinsey & Company, where he advised several leading financial institutions, investment funds, governments and foundations on business strategy, governance, operations and risk management. Sashank completed his MBA from Stanford University and graduated magna cum laude in Economics from Princeton University.
8.	Terms and conditions of appointment	NIL
9.	Terms of remuneration	NIL
10.	Date of first appointment on the Board	September 06, 2018
11.	Shareholding in the company	NIL
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
13.	The number of Meetings of the Board attended during the year	NIL
14.	Other Directorships	4

15.	Membership/ Chairmanship of Committees of other Boards	NIL
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ITEM NO. 4

The Board of directors at their meeting held on September 06, 2018 has passed a resolution for transfer of shares Sequoia Capital India Investments IV, Saif Partners India V Limited, Mr. Patanjali Narasimha Somayaji, Mr. Amit Gangadhar Bhor to Capfloat Financial Services Private Limited from as per Securities Purchase Agreement ("SPA") dated August 14, 2018 and there by incorporating the terms set out therein in the Articles of Association of the Company.

The alteration/restatement of the articles requires prior approval of members by way of **Special Resolution** as required under Section 5 and 14 of the Companies Act, 2013.

So that proposal has been placed before the member's approval by way of **special resolution**.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - i. Every director and the manager, if any : *None*
 - ii. Every other key managerial personnel : *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above*.

Your directors have accordingly recommended the Resolution in Item No. 5 as a **Special Resolution** for your approval.

ITEM NO. 5

The Board of Directors at their meeting held on September 06, 2018 have proposed to ratify the ordinary resolution passed for approval of issuance of 100 (One Hundred) Equity Shares and 8,232 (Eight Thousand Two Hundred and Thirty Two) Series A Compulsory Convertible Cumulative Preference Shares to Sequoia Capital India Investments IV and Saif Partners India V Limited in the Extra-Ordinary General Meeting held on September 29, 2016, this resolution should have been passed as special resolution.

The ratification of ordinary resolution passed in the Extra-Ordinary General Meeting held on September 29, 2016, requires prior approval of members by way of **Special Resolution**.

So that proposal has been placed before the member's approval by way of **special resolution**.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - i. Every director and the manager, if any : *None*
 - ii. Every other key managerial personnel : *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above*.

Your directors have accordingly recommended the Resolution in Item No. 6 as a **Special Resolution** for your approval.

ITEM NO. 6:

The board of directors at their meeting held on September 06, 2018 has passed a resolution to re-classify the existing authorized share capital of the Company to form Series B Fully and Compulsorily Convertible Preference Shares.

The reclassification is required to accommodate the fresh issue of further class of preference shares and the same require approval of members of the Company by way of **Ordinary Resolution**.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
- i. Every director and the manager, if any : *None**
 - ii. Every other key managerial personnel : *None**
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above : *None**
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommend the Resolution in Item No. 7 as an **Ordinary Resolution** for your approval.

By the Order of Board

For THUMBWORKS TECHNOLOGIES PRIVATE LIMITED


Patanjali Narasimha Somayaji

DIN: 06984723

Director

Address: 11 Kumar Panorama, Shankar Seth Road,
Pune – 411 037, Maharashtra, India



ANNEXURE 2

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Annual General Meeting of Thumbworks Technologies Private Limited held on Thursday, September 06, 2018 at 02.00 P.M. at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvedere Building, Aundh Pune 411007, Maharashtra, India.

Full Name of the Shareholder/ Authorized representative	 [As a representative of Mr/Mrs/M/s.....]
Folio No,	
No. of equity shares held	
Name of Proxy (if any)	

Signature of the Shareholder/Proxy/ Corporate Representative*

* Strike out whichever is not applicable

ANNEXURE -3
FORM OF APPOINTMENT OF PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN :
Name of the Company :
Registered Office :
Name of the Member :
Registered Address :
E-mail id :
Folio No/Client id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail id:
Signature: or failing him
2. Name:
Address:
E-mail id:
Signature: or failing him
3. Name:
Address:
E-mail id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Annual General Meeting/Extra-ordinary General Meeting of the company, to be held on **Thursday,**
September 06, 2018 at 02.00 P.M, at the registered office of the Company situated at **Office No.**
201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvedere Building, Aundh Pune 411007,
Maharashtra, India and at any adjourned thereof in respect of such resolutions as are indicated
below:

Resolution No.

- 1.....
- 2.....
- 3.....

Affix
Revenue
Stamp

Signed this day of2018

Signature of shareholder

Signature of Proxy holder(s)

*Note: This form of proxy in order to be effective should be duly completed and deposited at the
Registered Office of the Company, not less than 48 hours the commencement of the Meeting.*

NOTES TO PROXY FORM:

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a 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 members.
4. This 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. This is optional. Please put a tick mark (✓) 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 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 a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. 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.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
