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 OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of the shareholders of Thumbworks Technologies Private Limited (the "**Company**") will be held at a shorter notice on Monday, September 30, 2019 at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S.No. 134/1, Rachana Ventura, Belvendere Building, Aundh, Pune- 411007, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

1. **ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT MARCH 31, 2019, AND THE STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, NOTES TO ACCOUNTS AND ALONG WITH THE REPORT OF THE BOARD OF DIRECTORS ("BOARD") AND AUDITOR'S THEREON:**

   *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, 2019 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."

2. **APPOINTMENT OF M/S S.R. BATLIBOI & CO. LLP, CHARTERED ACCOUNTANTS [FIRM REGISTRATION NO. 301003E/E300005], AS THE STATUTORY AUDITORS 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 the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants [Firm Registration No. 301003E/E300005], as the statutory auditors of the Company for the period of 5 (five) years to hold the office as auditors from the conclusion of this annual general meeting until the conclusion of the annual general meeting to be held for the financial year 2023-2024, on such remuneration as may be determined by the Board of Directors.

   RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required or considered necessary or incidental thereto and to comply with all other requirements in this regard under Companies Act, 2013 and rules and regulations made thereunder and such other law as may be applicable."

By and on behalf of the Board of Thumbworks Technologies Private Limited

For Thumbsworks Technologies Private Limited

Director

Gaurav Dinesh Hinduja
Director
DIN: 01264801
Address: Flat No. 61, Tower 2, Pebble Bay Apartments, Dollors Colony, Bangalore-560094

Place: Pune
Date: September 28, 2019

NOTES:

1. A shareholder entitled to attend the meeting, is also entitled to appoint a proxy to attend instead of himself/herself and such a proxy need not be a shareholder of the Company subject to provisions of the Articles of Association of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the meeting.

2. A person appointed as proxy shall act on behalf of such members or number of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights and such proxy shall not represent more than 50 members of the Company.

3. The forms for providing consent of shareholders for shorter notice of the Annual General Meeting (AGM) is enclosed hereto and the shareholders are required to provide the same, in any case, not later than the date of AGM.

4. Members are requested to notify any change in their address/mandate/other details immediately to the Company at its registered office.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. Members/Proxies should fill the Attendance Slip for attending the meeting.

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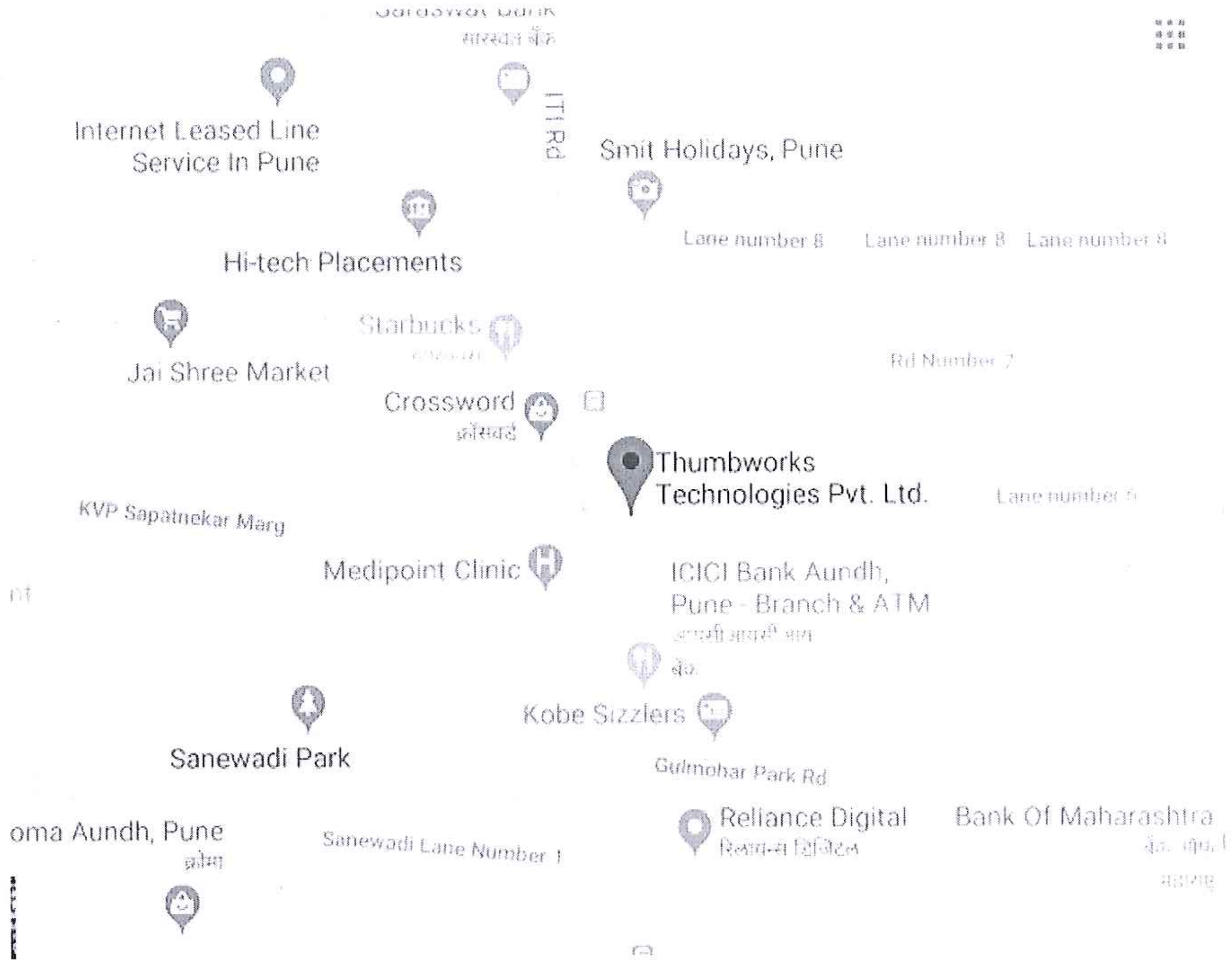
Route map for the registered office of the Company:



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ATTENDANCE SLIP

Annual general meeting held on Monday, September 30, 2019 at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvendere Building, Aundh, Pune-411007, Maharashtra, India.

Regd. Folio No.

(Shareholder's name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.
(Member's / proxy's name and address in Block Letters to be furnished below)

____

____

____

I hereby record my presence at the annual general meeting held on **Monday, September 30, 2019 at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvendere Building, Aundh, Pune-411007, Maharashtra, India.**

If signed by Proxy, name should be Written here in Block Letters	Member's/ Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

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FORM NO. MGT – 11
PROXY FORM

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

CIN	:	U72900PN2014PTC153050
Name of the Company	:	Thumbworks Technologies Private Limited
Registered Office	:	Office No. 201/202, 2nd Floor, S No. 134/1, Rachana Ventura, Belvendere Building, Aundh Pune-411007, Maharashtra, India.

Name of the member (s)	:
Registered address	:
E- mail id	:
Folio No / Client Id	:
DP ID	: NA

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

1. 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 held on **Monday, September 30, 2019 at the registered office of the Company situated at Office No. 201/202, 2nd Floor, S. No. 134/1, Rachana Ventura, Belvendere Building, Aundh, Pune- 411007, Maharashtra, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Shareholders' Resolution:

1. Adoption of the audited balance sheet of the Company as at March 31, 2019, and the statement of profit and loss for the financial year ended March 31, 2019, notes to accounts and along with the report of the board of directors and auditor's thereon.

2. Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants [Firm Registration No. 301003E/E300005], as the statutory auditors of the Company:

Signed this on ______________

Affix Revenue Stamp

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.

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