

THUMBWORKS TECHNOLOGIES PRIVATE LIMITED

Reg off: 15A, 4th Floor, City Vista, Suite #677, Fountain Road, Kharadi, Pune-411014

Maharashtra, India

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the shareholders of Thumbworks Technologies Private Limited will be held at a shorter notice on Tuesday, at 4:00 P.M, on March 30, 2021 at New No. 3(Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE 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 the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 20,01,000 (*Rupees Twenty Lakhs and 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/-.

to INR 8,00,00,000 (*Rupees Eight Crores only*) divided into:

- i. 78,79,950 Equity shares of Rs. 10/- each aggregating to Rs. 7,87,99,500/-
- 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/-.

by creation of additional 77,99,900 Equity Shares of Rs, 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the

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shareholders be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

“5th The authorized share capital of the Company is INR 8,00,00,000 (Rupees Eight Crores only) divided into:

- i. 78,79,950 Equity shares of Rs. 10/- each aggregating to Rs. 7,87,99,500/-
- 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/-.

The Minimum Paid Up Capital shall be Rs. 1,00,000/- (Rupees One Lac) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

SPECIAL BUSINESS:

ITEM NO. 2: ACQUISITION OF TECHNOLOGY BUSINESS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED, BY WAY OF SLUMP SALE ON A GOING CONCERN BASIS

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

“**RESOLVED THAT**, pursuant to applicable provisions, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force (“the Act”), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company, for acquisition of entire Technology Business (including intellectual property) of Capfloat Financial Services Private Limited by the Company by way of slump sale as a “going concern” basis (hereinafter referred to as “Business Transfer”) subject to price adjustments, if any, with effect from such date and on such terms and conditions as defined in the draft Business Transfer Agreement proposed to be executed by the Company with CapFloat, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

RESOLVED THAT the Board be and is hereby authorised to finalise and execute necessary documents, deeds, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that

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may arise in this regard as they may in their absolute discretion deem fit in the interest of the Company.

**By Order of the Board of Directors
For Thumbworks Technologies Private Limited**

**Place: Bangalore
Date: 29.03.2021**

**Sashank R. Rishyasringa
Director**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the Company.
2. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended hereto as Annexure A.
4. Route Map for the registered office is annexed as Annexure B to this Notice.
5. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as Annexure C.

**By Order of the Board of Directors
For Thumbworks Technologies Private Limited**

**Place: Bangalore
Date: 29.03.2021**

**Sashank R. Rishyasringa
Director**

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Annexure-A

ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Directors are of the opinion that in view of the additional capital requirements for the business purposes to facilitate the growth and expansion of the Company's operations, it has become necessary to increase the Authorized Share Capital of the Company. "The Authorised Share Capital of the Company from

- 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/-.

to INR 8,00,00,000 (*Rupees Eight Crores only*) divided into:

- i. 78,79,950 Equity shares of Rs. 10/- each aggregating to Rs. 7,87,99,500/-
- 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/-.

by creation of additional 77,99,900 Equity Shares of Rs, 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The above increase requires modifying the Capital Clause of the Memorandum of Association of the Company.

The Board recommends the resolution be passed by the members as an Ordinary Resolution.

None of the directors, managers or key managerial personnel of the Company along with their relatives is in any way concerned or interested in the said resolution.

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ITEM NO. 2: ACQUISITION OF TECHNOLOGY BUSINESS OF CAPFLOAT FINANCIAL SERVICES PRIVATE LIMITED, BY WAY OF SLUMP SALE ON A GOING CONCERN BASIS

The Directors of the Company are of opinion to acquire the technology business (including intellectual property) of the holding company i.e CapFloat Financial Services Private Limited ("CapFloat") for a lump sum fair value consideration as determined by Chartered Accountants or INR 80 crores (Rupees Eighty Crores Only) whichever is lower by way of slump sale on a going concern basis.

The Company to execute a Business Transfer Agreement with CapFloat for acquisition of the entire technology business (including intellectual property).

The Board recommends the resolution to be passed by the members as a Special Resolution.

None of the directors, managers or key managerial personnel of the Company along with their relatives is in any way concerned or interested in the said resolution

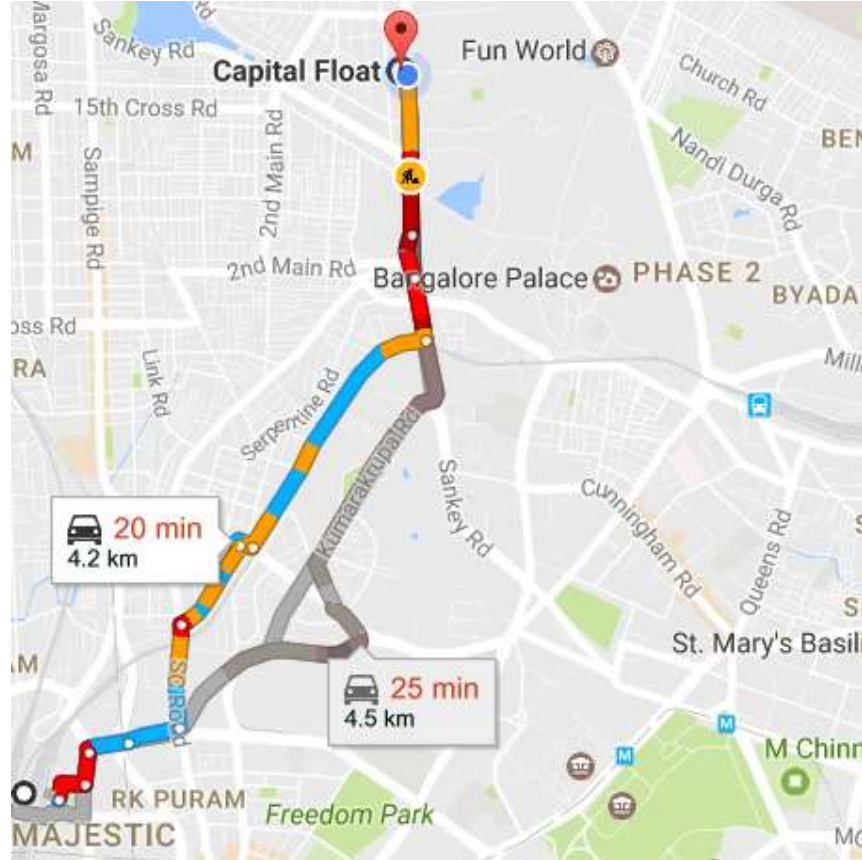
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Annexure B- Route Map

New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080.



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Annexure C

Attendance Slip

Extraordinary General Meeting

Date: 30th March 2021

Place: Bangalore

I hereby record my presence at the Extraordinary General Meeting of Thumbworks Technologies Private Limited on 30th March 2021 at 4.00 pm at Registered Office- New No. 3(Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080, Karnataka, India

Name of the Shareholder/Authorised Representative	
Folio No.	
No. of Shares Held	
Name of Proxy (if any)	

Signature of the Shareholder
/Proxy/Authorised Representative*

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PROXY FORM - MGT-11

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

Name of the Company: M/s Thumbworks Technologies Private Limited

Name of the Member (s): _____ residing
at/having registered office at _____
_____ & e-mail Id: _____
bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____)
equity shares of M/s Thumbworks Technologies Private Limited hereby appoint –

1. Name: _____ A
Address: _____
E-mail Id: _____ Signature: _____, or failing him / her

2. Name: _____ A
Address: _____
E-mail Id: _____ Signature: _____, or failing him / her

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 30th March 2021 at 4.00 pm at Registered Office- New No. 3(Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080, Karnataka, India and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1
Revenue
Stamp**

Signed this 30th March, 2021

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.