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SHORTER NOTICE

NOTICE IS HEREBY GIVEN THAT SECOND (FY 2018-19) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ZEN LEFIN PVT LTD ("COMPANY") SHALL BE HELD ON 14th AUGUST 2018 AT 11: 00 A.M. AT NEW NO 3, GOKALDAS PLATINUM, BELLARY ROAD, SADASHIVNAGAR, BENGALURU - 560080, TO TRANSACT THE FOLLOWING BUSINESS AT SHORTER NOTICE:

SPECIAL BUSINESS:

ISSUANCE OF SERIES E1 COMPULSORILY CONVERTIBLE PREFERENCE SHARES THROUGH PRIVATE PLACEMENT

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

"**RESOLVED THAT** pursuant to Sections 42, 55 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act 2013 and applicable Rules of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of members be and is hereby accorded to offer, issue & allot 263,208 (Two Lakh Sixty Three Thousand Two Hundred and Eight) Series E1 Compulsorily Convertible Preference Shares of face value of Rs. 10/- (Rupees Ten only) at a consideration of 99,90,61,237 (Rupees Ninety Nine Crores Ninety Lakh Sixty One Thousand Two Hundred and Thirty Seven only) on private placement basis to the following individuals as detailed herein below for a consideration other than cash, for the shares held in Thumbworks Technologies Private Limited.

Investor Name	No. of Series E1 CCPS
Sequoia Capital India Investments IV	145,695
SAIF Partners India V Limited	117,513
Total	**263,208**

RESOLVED FURTHER THAT pursuant to Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, following are the particulars of issue of Series E1 Compulsorily Convertible Preference Shares:

"**RESOLVED THAT** the draft of the offer letter, application form and letter of acceptance and other documents as may be applicable be and are hereby approved for issue of shares under private placement basis."

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"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the Directors of the Company be and is hereby severally authorized to take all such steps and to do all such other acts, deeds, matters and things as may be necessary including but and to accept any alteration(s) or amendment(s) or correction (s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said Preference Shares."

"**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 for the purpose of giving effect to this resolution, including but not restricted to sign and issue of offer letter, letter of offer, offer document, make such representations as required and also file necessary forms, files, documents with Registrar of Companies in this regard."

By Order of the Board of Directors
For and on behalf of Zen Lefin Pvt Ltd
For CapFloat Financial Services Private Limited

Sushma
Company Secretary
Sushma
Company Secretary

Registered Office: New No 3, Gokaldas Platinum, Upper Palace Orchards, Sadashivanagr, Bangalore - 560080

Place : Bangalore
Date : 13th August 2018

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 24 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. Shorter notice consent is attached with this notice for approval of members to call this meeting at shorter notice then required under the Companies Act, 2013 and the articles of the Company. Members are requested to send the same on or before 23rd May 2018, to enable the Company to hold the meeting on 25th May 2018 (if the consent is received from 95% of members who are entitled to vote at the meeting) as required under the Secretarial Standard issued by the

Institute of Company Secretaries (ICSI) and as mandated with effect from 1st July 2015 as per section 118 of the Companies Act 2013.

5. Member/Proxy, desirous of attending the Meeting, must bring the attendance slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.

6. All documents referred to in the notice and the explanatory statement, and requiring members' approval and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 6.00 P.M. on all working days and shall be accessible to the person attending the meeting.

7. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to concerned members duly quoting his Folio number and email ID.

8. Route Map for the registered office is annexed as **Annexure B** to this Notice.

9. 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.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1:

The Company proposes to issue 263,208 (Two Lakh Sixty Three Thousand Two Hundred and Eight) Series E1 Compulsorily Convertible Preference Shares of face value of Rs. 10/- (Rupees Ten only) at a consideration of 99,90,61,237 (Rupees Ninety Nine Crores Ninety Lakh Sixty One Thousand Two Hundred and Thirty Seven only) on private placement basis to Sequoia Capital India Investments IV and SAIF Partners India V Limited in lieu of the same the proposed subscribers transfer the shares they are having in Thumbsworks Technologies Private Limited. The objective of the transaction to acquire a Thumbsworks Technologies Private Limited which will be 100% subsidiary of our company.

The transaction is subject to the approval of the Registrar of Companies ("RoC"). The issuance also entails consequential amendment to the Articles of Association. Shareholders are required to accord their approval by means of a Special Resolution pursuant to the applicable provisions, if any, of the Companies Act, 2013 before an application can be filed with the RoC.

Accordingly, your Board of Directors recommends the Special Resolution as set out in the Notice for your approval.

None of the Directors or their relatives is in any way interested or concerned in the above resolution.

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By Order of the Board of Directors
For and on behalf of Zen Lefin Pvt Ltd,
For CapFloat Financial Services Private Limited

Sushma
Company Secretary
Company Secretary

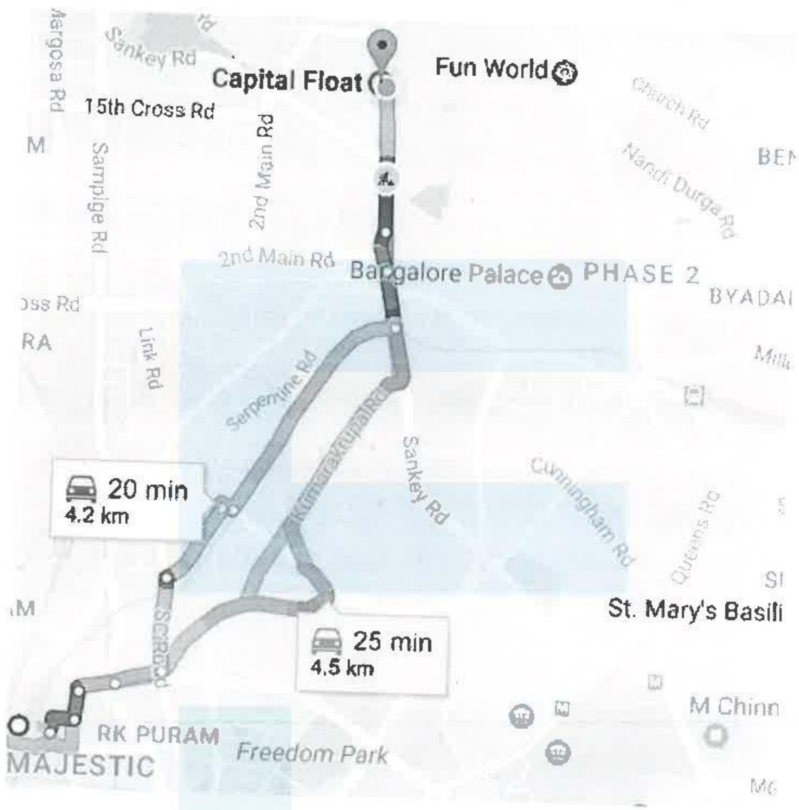
Registered Office: New No 3, Gokaldas Platinum,
Upper Palace Orchards, Bellary Road,
Sadashivnagar, Bengaluru - 560080.

Place: Bangalore
Date: 13th August 2018

Annexure B- Route Map

Capital Float 'Gokaldas Platinum"

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



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ANNEXURE C

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

Date: __________

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of Zen Lefin Pvt Ltd on __________ at ___________ at Registered Office- 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080

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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ANNEXURE D

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 Zen Lefin Pvt Ltd.

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 Zen Lefin Pvt Ltd. hereby appoint –

1. Name:______________________________ Address : ______________________________ E-mail Id: ________________ Signature:__________, or failing him / her
2. Name:______________________________ 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 Extra-Ordinary General Meeting of the Company, to be held ______________ AT __________ AM at Registered Office- 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Affix Re. 1 Revenue

Signed this ____ day of______, 2017

____
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.*