

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

[FY 2019-20/Q1-1ST] MEETING OF THE MEMBERS OF THUMBWORKS TECHNOLOGIES PRIVATE LIMITED (THE “COMPANY”) HELD AT 11:00 A.M., ON FRIDAY, JUNE 14, 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 – 411 007, MAHARASHTRA, INDIA.

ATTENDANCE SHEET

Sl. No.	Name of the shareholder	Signature
1.	Amit Gangadhar Bhor	
2.	Patanjali Narasimha Somayaji	
3.	Sashank Ramasubban Rishyasringa Authorised Representative Capfloat Financial Services Private Limited	

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NOTICE

To
Shareholders,
Auditors,
Directors

NOTICE is hereby given that the extra-ordinary general meeting of members of Thumbworks Technologies Private Limited (the “Company”) will be held at **11:00 A.M., on Friday, June 14, 2019 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:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR CANCELLATION OF THUMBWORKS EMPLOYEES STOCK OPTION PLAN, 2016:

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 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and pursuant to the provisions contained in the (including any statutory amendment, modification or re-enactment to the Companies Act, 2013 or the guidelines, for the time being in force), and subject to the provisions contained in the articles of association, the approval of the shareholders be and is hereby accorded for cancellation of the existing employee stock option scheme called as “**Thumbworks Employees Stock Option Plan, 2016**” (hereinafter referred as “**ESOP 2016**”) with effect from the date of passing of this resolution.

RESOLVED FURTHER THAT the options created, offered, granted and vested but not exercised by the employees of the Company under the ESOP 2016 hereby stand cancelled, with effect from the date of passing of this resolution.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection with cancellation of ESOP 2016.”

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**

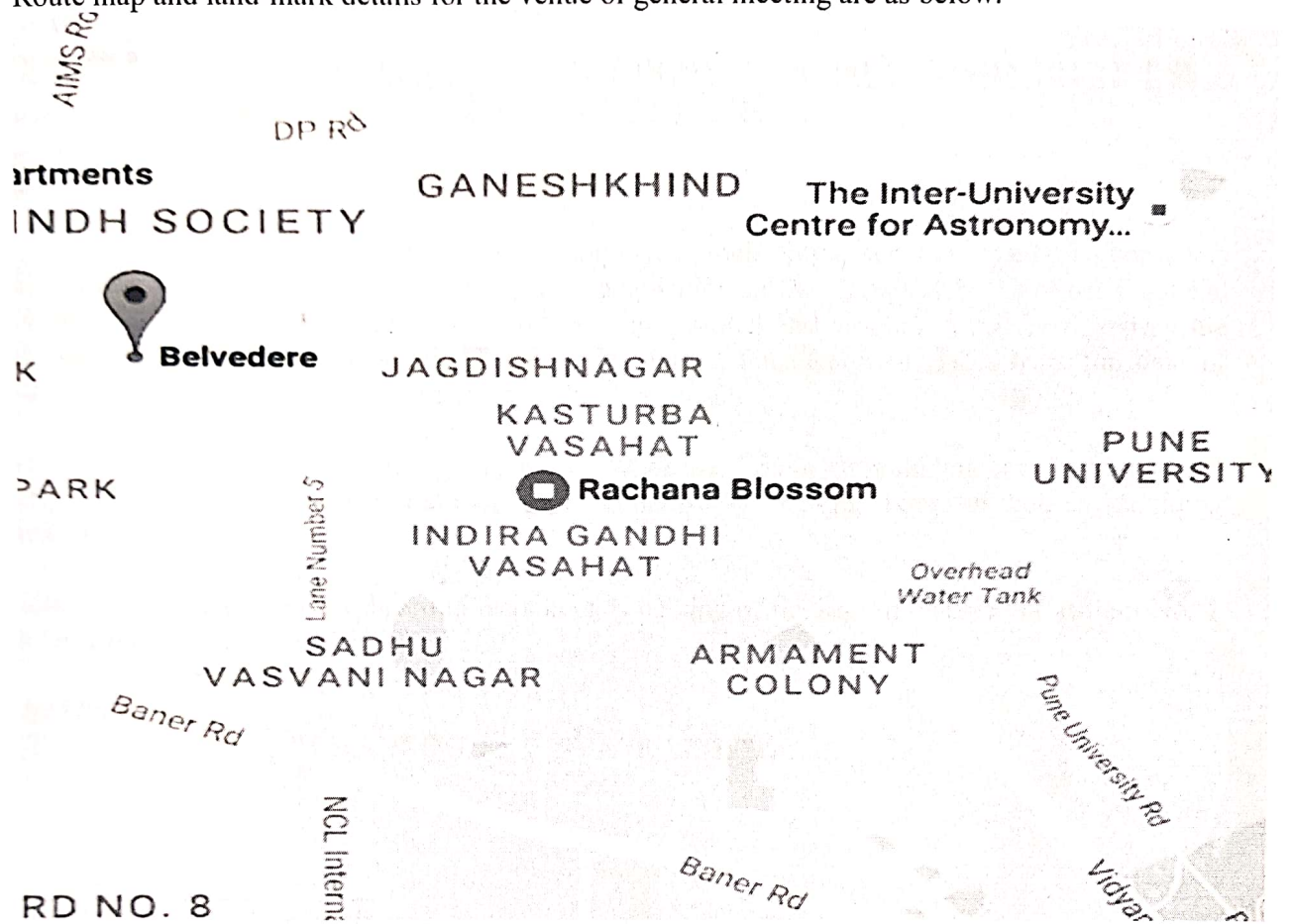
Date: June 11, 2019

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 – 1

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

ITEM NO. 1:

The Company proposes to cancel the existing employee stock option scheme called “Thumbworks Employees Stock Option Plan, 2016” pursuant to acquisition of the Company by Capfloat Financial Services Private Limited. The options created, offered, granted and vested but not exercised by the employees of the Company under the ESOP 2016 stands cancelled with effect from the date of passing of the resolution by the shareholders of the Company.

None of the directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

In view of above, the board of directors recommends passing of the resolutions set out at Item No. 1 as an *Ordinary Resolution*.

**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**

Date: June 11, 2019

Place: Pune

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 extra-ordinary general meeting of Thumbworks Technologies Private Limited held at 11:00 A.M., on Friday, June 14, 2019 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.

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 extra-ordinary general meeting of the Company to be held at **11:00 A.M., on Friday, June 14, 2019 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**, 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 of2019

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.

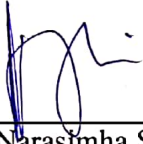
NOTES TO PROXY FORM:

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.

CONSENT FOR SHORTER NOTICE
[Pursuant to Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors,
Thumbworks Technologies Private Limited (the “Company”)
Office no. 201/202, 2nd Floor, S. No. 134/1,
Rachana Ventura, Belvedere Building, Aundh,
Pune-411007, Maharashtra, India.

I, Patanjali Narasimha Somayaji, son of Mr. Narasimha Rama Somayaji, resident of 11 Kumar Panorama, Shankar Seth Road, Pune – 411 037, Maharashtra, India, shareholder of the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013 to the extra-ordinary general meeting of the Company to be held at **11:00 A.M., on Friday, June 14, 2019 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 business as specified in the notice.



Patanjali Narasimha Somayaji

Date: June 12, 2019
Place: Pune

CONSENT OF SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors,
Thumbworks Technologies Private Limited (the “Company”)
Office no. 201/202, 2nd Floor, S. No. 134/1,
Rachana Ventura, Belvedere Building, Aundh,
Pune-411007, Maharashtra, India.

I, Amit Gangadhar Bhor, son of Mr. Gangadhar Dattatrya Bhor, resident of Prism Flat No. 1003, B-3, S. No. 6(P)+7, Aundh, Pune – 411 007, Maharashtra, India, shareholder of the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013 to the extra-ordinary general meeting of the Company to be held on **11:00 A.M., on Friday, June 14, 2019 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 business as specified in the notice.



Amit Gangadhar Bhor

Date: June 12, 2019
Place: Pune

CONSENT FOR SHORTER NOTICE AND REPRESENTATION LETTER

[Pursuant to Section 101(1) and 113 of the Companies Act, 2013]

Date: June 12, 2019

To,
The Board of Directors,
Thumbworks Technologies Private Limited (the “Company”)
Office no. 201/202, 2nd Floor, S. No. 134/1,
Rachana Ventura, Belvedere Building, Aundh,
Pune-411007, Maharashtra, India.

Dear Sir,

We, Capfloat Financial Services Private Limited, a company incorporated under the laws of India, bearing CIN: U65993KA1993PTC074590, having registered office at New No 3. (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar Bangalore – 560 080, Karnataka, India, being the shareholder of the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013 to the extra-ordinary general meeting of the Company to be held at **11:00 A.M., on Friday, June 14, 2019 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 business as specified in the notice.

Further, we hereby appoint Mr. Sashank Ramasubban Rishyasringa, as authorised representative to attend and vote for us on our behalf at the extra-ordinary general meeting or any adjournments thereof.

For and on behalf of

Capfloat Financial Services Private Limited

For Capfloat Financial Services Private Limited

Director / Authorised Signatory

Name: Gaurav Dinesh Hinduja

Designation: Director