

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting (“AGM”) of the Members of the BrokenTusk Technologies Private Limited will be held on Monday, 30th September 2024 at 12.30 PM at the registered office situated at No. 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bangalore-560001.

ORDINARY BUSINESS

Item No. 1 – To consider and approve the adoption of audited financial statements.

To consider and adopt the Consolidated and Standalone audited financial statements for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors’ thereon.

SPECIAL BUSINESS

Item No. 2 - To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the companies act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members by way of Special Resolution be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Company(ies) or any other body corporate(s) from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided along with the investments, loans, guarantees or securities proposed to be made or given by the Company to any Company(ies), firm(s), association(s) of persons or any other body corporate(s), from time to time shall not exceed, at any time Rs. 40,00,00,000/- (Rupees Forty Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board with further powers to delegate, is authorised to do all such acts, deeds, matters including any execution of agreements, documents, amendments and to do things as may be necessary to give effect to this resolution and to settle any question or doubt that may arise in relation thereto.”

**By order of the Board of Directors
For BrokenTusk Technologies Private Limited**

Sahil Ramanath Kini
Director
DIN: 06692107
Date: 27th September 2024
Place: Bengaluru

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, shall be deposited at the Registered Office of the Company duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the AGM.
4. Members/Proxies attending the meeting are requested to send the Attendance Slip (duly completed) before the Meeting.
5. The Statutory Registers required to be kept open for inspection at the AGM of the Company under the Act read with Rules made thereunder, will be available for online inspection during the AGM by any person having the right to attend the AGM.
6. Route Map of the venue is enclosed herewith.

Explanatory Statement u/s 102 of the Companies Act, 2013**ITEM NO. 2: TO GIVE LOAN IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s) or give guarantee or provide security in connection with a loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s) and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, unless the same is approved by the members at their meeting.

Therefore, the approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to give any loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s) or give guarantee or provide security in connection with a loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto a limit of Rs. 40,00,00,000/- (Rupees Forty Crores only)

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any in any of the give any loan to any person(s), Company(ies), firm(s), association(s) of persons or any other body corporate(s) to which loan/guarantee/security is due to be given. Except that none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

**By order of the Board of Directors
For BrokenTusk Technologies Private Limited**

Sahil Ramanath Kini
Director
DIN: 06692107
Date: 27th September 2024
Place: Bengaluru



Annual General Meeting
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
 [CIN: U74999KA2018PTC116465]
 Registered office: No. 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru-560001

Form No. MGT-11
FORM OF PROXY

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

Name of Member(s) :	Email Id :
Registered Address :	Folio No. :
:	*DP Id. :
No. of Shares held :	*Client Id. :

** Applicable for investors holding shares in electronic form.*

I/We, being a member(s) of _____ shares of the company hereby appoint:

- | | |
|--|---|
| 1. Mr./Mrs. _____
Address : _____

_____ | Email Id: _____

Signature: _____ |
| 2. Mr./Mrs. _____
Address : _____

_____ | Email Id: _____

Signature: _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company to be held on Monday, 30th September 2024 at 12.30 PM at the and at any adjournment thereof in respect of such resolutions as are indicated below:

*** I wish my above Proxy to vote in the manner as indicated in the box below:*

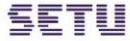
Sl. No.	Resolutions	Number of Shares held	For	Against
ORDINARY BUSINESS				
1	To consider and approve the adoption of audited financial statements.			
SPECIAL BUSINESS				
2	TO GIVE LOAN IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013			

*** This is optional. Please put a tick mark (x) 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 of 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 particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Signature(s) of the Member(s)

1. _____

Affix One rupee Revenue Stamp
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Brokentusk Technologies Private Limited

Registered address: 2/1, Third Floor, Embassy Icon Annexe,
Infantry Road, Bengaluru - 560001, Karnataka, India
CIN number: U74999KA2018PTC116465

<https://setu.co>
contact@setu.co
080 4377 5911

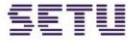
2. _____

3. _____

Signed this _____ day of _____, 2024

Notes:

- 1. The Proxy to be effective should be deposited at the registered office of the company not less than two (2) Hours before commencement of the meeting.*
- 2. A proxy need not be a member of the company.*
- 3. In the case of the Joint holders, the vote of the senior who tenders 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 the Members.*
- 4. The 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. 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.*



Brokentusk Technologies Private Limited
Registered address: 2/1, Third Floor, Embassy Icon Annexe,
Infantry Road, Bengaluru - 560001, Karnataka, India
CIN number: U74999KA2018PTC116465

<https://setu.co>
contact@setu.co
080 4377 5911

Attendance Slip

Annual General Meeting
BROKENTUSK TECHNOLOGIES PRIVATE LIMITED
[CIN: U74999KA2018PTC116465]
Registered office: No. 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru-560001

Date	Venue	Time
	No. 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru-560001	

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxyholder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 6th Annual General Meeting of the Company held on Monday, 30th September 2024 at 12.30 PM at No. 2/1, Third Floor, Embassy Icon Annexe, Infantry Road Bengaluru-560001.

Signature of the Member/

Proxy

Note: Electronic copy of the Notice of the Annual General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any meeting has been requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

Physical copy of the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email Id is not registered or has requested for hard copy.

ROUTE MAP

SETU
5.0 ★★★★★ (9)
Software company

Directions Save Nearby Send to your phone Share

Setu, 3rd Floor Embassy Icon Annexe, 2/1, Infantry Rd, Vasanth Nagar, Bengaluru, Karnataka 560001
Located in: Embassy Icon Infantry Road

Infantry Rd

SETU

Assetz Property Group

HID Global India Pvt

Zensar Technolog

Dr.BR Ambedkar Development Authority

Vena Energy

Coffee Board Main Gate

Google

Satellite

Map data ©2019 India Terms Send feedback 10 m