

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

SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST (FY 2022-23) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THUMBWORKS TECHNOLOGIES PRIVATE LIMITED (“COMPANY”) TO BE HELD ON THURSDAY ON 28TH JULY 2022 AT 3.00 PM. AT NEW NO 3, GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD, SADASHIVNAGAR, BENGALURU - 560080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1: APPROVAL FOR CHANGE OF THE NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the concerned authorities, the consent of the shareholders be and is hereby accorded to change the name of the Company from ‘Thumbworks Technologies Private Limited’ to ‘**AXIO DIGITAL PRIVATE LIMITED**’ and to alter the Memorandum of Association of the Company for substituting the name ‘Thumbworks Technologies Private Limited’ with ‘**AXIO DIGITAL PRIVATE LIMITED**’ wherever appearing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary e-Forms with the Central Government, Registrar of Companies, responses, provide clarifications and represent before the authorities, for an on behalf of the Company on matters connected and incidental to the above resolution and to undertake necessary amendments in the statutory registrations and to do any such acts and deeds that may be necessary in this regard.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

Item No. 2: APPROVAL FOR CHANGE OF THE NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the concerned authorities, the consent of the shareholders be and is hereby accorded to amend the Articles of Association of the Company to change the name from ‘Thumbworks Technologies Private Limited’ to ‘**AXIO DIGITAL PRIVATE**’

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LIMITED' and in all such places in the Articles wherever the name "Thumbworks Technologies Private Limited' appears and replacing the entire of the existing set of articles with the new set of articles and adopt the new Articles of Association of the Company".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary e-Forms with the Central Government, Registrar of Companies, responses, provide clarifications and represent before the authorities, for an on behalf of the Company on matters connected and incidental to the above resolution and to undertake necessary amendments in the statutory registrations and to do any such acts and deeds that may be necessary in this regard.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

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



Gaurav Dinesh Hinduja
Director

DIN: 01264801

Address: Flat No 61, Tower 2 Pebble Bay Apartments,
Dollors Colony, Bangalore -560094, Karnataka

Place: Bangalore

Date: 20th July 2022

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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**



Gaurav Dinesh Hinduja
Director

DIN: 01264801

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Annexure-A

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

Item 1 and 2:

The Board of Directors at their meeting held on 22nd day of June, 2022, put forward the proposal to change the name of the Company to "**AXIO DIGITAL PRIVATE LIMITED**" to be aligned with the rebranding. The Board of Directors discussed the same and is of the opinion that the name of the company be changed from 'Thumbworks Technologies Private Limited' to '**AXIO DIGITAL PRIVATE LIMITED**'.

In this regard, the Company had approached the Central Registration Centre ("CRC"), Ministry of Corporate Affairs, for obtaining availability of the new name. The said name has been made available by the CRC vide letter dated July 1, 2022

As a result of change in the name of the Company, the clause I of the Memorandum of Association and Articles of Association is also required to be suitably amended, which requires approval of the shareholders by way of a Special Resolutions pursuant to Section 13, Section 14 and other applicable provisions of the Companies Act, 2013.

The Board recommends the approval of the resolutions mentioned in item No. 1 and 2 as a Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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



Gaurav Dinesh Hinduja
Director

DIN: 01264801

Address: Flat No 61, Tower 2 Pebble Bay Apartments,
Dollors Colony, Bangalore -560094, Karnataka

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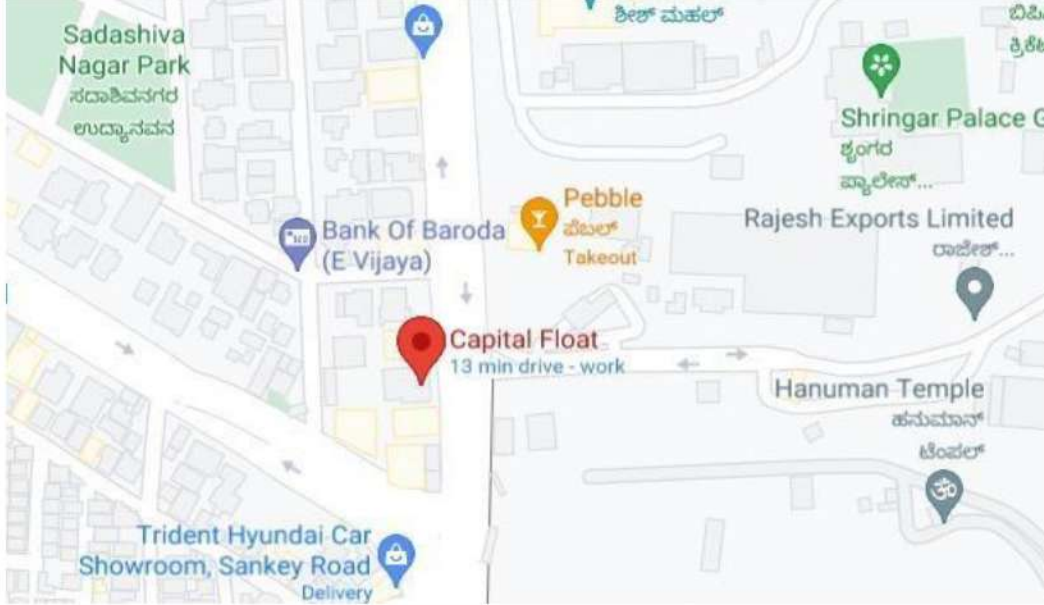
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Annexure B- Route Map

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



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ANNEXURE C
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Date: 28th July, 2022

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of Thumbworks Technologies Private Limited on 3:00 PM at - 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 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: _____ 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 '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 _____, 2022

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.