

InstaKart Services Private Limited

CIN: U74900KA2015PTC080778

Regd. off: Buildings Alyssa, Begonia & Clover, Embassy Tech Village,
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103
Email: satyam.choudhary@flipkart.com Phone no- +918037786001

Date: 8 November 2020

To,
The Members
The Directors
The Auditors

NOTICE

Notice is hereby given that Fifth Annual General Meeting of INSTAKART SERVICES PRIVATE LIMITED will be held on Wednesday, 11th November 2020 at 12.30 p.m. **THROUGH VIDEO CONFERENCING** to transact the following business.

Ordinary Business:

Item no.1

Adoption of financial statements:

To receive, consider and adopt the Audited Financial Statements of the Company the financial year ended 31st March 2020, the Reports of Board of Directors and Auditors thereon by passing the below resolution as **an ordinary resolution** with or without modifications:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2020 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of changes in Equity and Notes appended thereto along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted.”

Special Business:

Item no.2 –

Confirmation of appointment of Mr. Prabhakar Kolla as Director of the Company

Rational: Refer item no. 2 in the explanatory statement

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

“RESOLVED that pursuant to Section 152(2) and other applicable provisions of the Companies Act, 2013, Mr. Prabhakar Kolla, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th December 2019 in terms of Section 161(1) of the Companies Act, 2013 and who holds office till the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, who shall not be liable to retire by rotation”

Item no.3 – Confirmation of appointment of Mr. Satyam Choudhary as Director of the Company

Rational: Refer item no. 3 in the explanatory statement

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

RESOLVED that pursuant to Section 152(2) and other applicable provisions of the Companies Act, 2013, Mr. Satyam Choudhary, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th February 2020 in terms of Section 161(1) of the

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Companies Act, 2013 and who holds office till the date of this Annual General Meeting, be and is hereby appointed as the Director (in executive capacity) of the Company, who shall not be liable to retire by rotation”

Item no. 4:

Approve Alteration of Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, existing Articles of Association of the Company be and is hereby altered in the manner set out herein below :

- (a) Deletion of erstwhile sub clause 2 (f) and renumbering of existing sub clauses 2(a) to 2(l) as 2 (a) to 2(k).
- (b) Addition of Clause 5 – “The provisions provided for under sections 43 and 47 of the Act shall not be applicable to the Company”
- (c) Renumbering of existing clause 5 to 79 as 6 to 80
- (d) Alteration in the renumbered Clause 8 by adding “including but not limited to via Private Placement ,Preferential Allotment, Rights issue or any of them” after the word “”dispose of the same”
- (e) Alteration in the renumbered Clause 14 by adding “Every certificate under this Article shall be issued on payment of fees as may be decided by the Board, but not exceeding fifty rupees per certificate. Every share certificate shall be issued with the signatures of two directors of the Company or with one director and whole-time company secretary, if appointed (digitally signed or otherwise).” In the end of the paragraph.
- (f) Alteration in the renumbered Clause 22 by replacing “Article 19” with “Article 20” in the paragraph
- (g) Replaced the renumbered Clause 32 “The Sections 101 to 107 and Section 109 of the Act shall apply to the extent not inconsistent with the Articles of Association herein contained. The General Meeting may be held through any audio-visual mode to the extent permitted under the Act”
- (h) Alteration in the renumbered Clause 39 by deleting the word “not” in the second sentence.
- (i) Alteration in the renumbered clause 40 by replacing the word “twenty-four” with “two”
- (j) Alteration in the renumbered clause 45 by adding “Shareholders not so present physically, shall be entitled to join the Shareholders’ meeting via videoconference and cast their votes at such meetings if allowed under the Applicable”
- (k) Alteration in the renumbered clause 51 by adding the words “ or through proxy” after the word “present”.
- (l) Alteration in the renumbered clause 52 by replacing the words “Article 50” with the words “Article 51”
- (m) Alteration in the renumbered clause 61 by replacing the words “Article 54’ with the words “Article 55” in the first sentence.
- (n) Alteration in the renumbered clause 66 by deleting the first sentence.
- (o) Alteration in the renumbered clause 69 by replacing the words “approved by all” with “approved by majority of”
- (p) Alteration in the renumbered clause 71 – “Where a meeting of the Board could not be

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held for want of quorum, the meeting shall stand adjourned and can be called by the Board or in accordance to the Act it shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place”

- (q) Alteration in the renumbered clause 72 as - “The provisions of Articles 66, 67, 68, 69 & 70 shall mutatis mutandis apply to the committees of the Board.
- (r) Addition in New Clause 81 and existing clause 80 to 88 are renumbered as 80 to 90 – “All acts done in any meeting of the Board or Committee thereof, or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director”
- (s) Deletion of erstwhile clause - 89 and Renumbering of existing clause 89 to 100 as 91 to 101.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized on behalf of the Company, to (i) execute and deliver all forms, applications certificate, deeds, notifications, documents and agreements that may be required, including making necessary filings with the Registrar of Companies, Karnataka and any other statutory and/or regulatory authorities as may be required under applicable provisions of law, and (ii) do all such acts and deeds that may be required for the purpose of adopting the Altered Articles, and (iii) authorize person(s) to do such acts, deeds and things as may be necessary or expedient for the purpose of giving effect to this resolution and, where necessary, for the purpose, liaise with concerned authorities with regard to the same, and (iv) issue certified true copies of this resolution and share the same with all those concerned.”

By Order of the Board of Directors
for **Instakart Services Private Limited**

Kolla Prabhakar
Director

DIN: 08626124

Address: 3A, 701, Soul Space Arista, Marathalli ORR,
Doddanekkundi, Opp EMC2, Bangalore North,
Bengaluru - 560037

Date: 8th November 2020

Place: Bengaluru

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NOTES:

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide General Circular 14/2020 dated 8th April 2020, which dispensed the physical attendance of members.**
3. **Members attending the Annual General Meeting through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
4. Members are requested to keep their copy of this Notice during the Meeting.
5. Members are requested to record their attendance when the Chairman calls for it.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting at the email ID swati.hegde@flipkart.com
7. Members whose email ID is not registered or who may want to change their e mail ID registered with the company can get that done by sending e mail at swati.hegde@flipkart.com
8. Login shall start 15 mins before the scheduled time of the meeting.
9. Members can cast their votes by show of hands and during the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company to swati.hegde@flipkart.com
10. Members can join the meeting through VC by logging into the below hangout link: <https://meet.google.com/hsz-tsmz-zcu> In case of any concern in joining the VC meeting you are requested to reach out to swati.hegde@flipkart.com, contact no. 9148557808
11. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting electronically in the meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically in the meeting.
14. The draft of the Altered Articles of Association of the Company is enclosed to this notice.
15. All documents referred to in the Notice will be available for inspection at the Annual General Meeting electronically.
16. Your Directors hereby undertake that this Annual General Meeting shall be convened as per the Circular 20/2020 dated 05th May 2020 and as per the framework provided in the General circular no 14/2020 dated 8th April 2020 and General Circular no. 17/2020 dated 13th April

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2020 wherever applicable, issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

By Order of the Board of Directors
for **Instakart Services Private Limited**

Kolla Prabhakar

Director

DIN: 08626124

Address: 3A, 701, Soul Space Arista, Marathalli ORR,
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Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business

Item No.2:

Mr. Prabhakar Kolla was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 6th December 2019. As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting. Further, as per Section 161 (1) of the Act, the articles of the Company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an Additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Prabhakar Kolla will be holding office till the conclusion of this Annual General Meeting. Mr. Prabhakar Kolla is not disqualified from being appointed as Director in terms of the provisions of Section 164 of the Companies Act 2013. The Board recommends the resolution for regularization of his directorship for the approval of the shareholders of the Company.

Interest of Directors / KMP, etc.

None of the Directors of the Company, the manager or any key managerial personnel or any of the relatives of directors, manager or key managerial personnel, except Mr. Prabhakar Kolla have any concern or interest, financial or otherwise in the proposed business.

Item No.3:

Mr. Satyam Choudhary was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 28th February 2020. As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting. Further, as per Section 161 (1) of the Act, the articles of the Company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an Additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Satyam Choudhary will be holding office till the conclusion of this Annual General Meeting. Mr. Satyam Choudhary is not disqualified from being appointed as Director (in Executive capacity) in terms of the provisions of Section 164 of the Companies Act 2013. The Board recommends the resolution for regularization of his directorship for the approval of the shareholders of the Company.

Interest of Directors / KMP, etc.

None of the Directors of the Company, the manager or any key managerial personnel or any of the relatives of directors, manager or key managerial personnel, except Mr. Satyam Choudhary have any concern or interest, financial or otherwise in the proposed business.

Item No.4:

In order to avail certain relaxations/exemptions granted by Ministry of Corporate affairs to Private limited companies vide notification No. G.S.R. 464(E) dated: 5th June, 2015 and G.S.R. 583(E)

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dated 13th June 2017 to ease the doing of Business in India, it is proposed to make necessary alterations, deletions, insertions etc. to the present Articles of Association (AOA) of the Company and adopt the altered Articles of Association with such changes.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Interest of Directors / KMP, etc.

None of the Directors of the Company, the manager or any key managerial personnel or any of the relatives of directors, manager or key managerial personnel, have any concern or interest, financial or otherwise in the proposed business.

By Order of the Board of Directors
for **Instakart Services Private Limited**

Kolla Prabhakar

Director

DIN: 08626124

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