

InstaKart Services Private Limited

CIN: U74900KA2015PTC080778

Regd. off: Buildings Alyssa, Begonia & Clover, Embassy Tech Village,

Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103

Email: regulatory@flipkart.com Phone no- +918037786001

Date: 11th November 2024

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF INSTAKART SERVICES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, THE 12TH NOVEMBER 2024 AT 2:30 PM THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

Item no.1

To alter the objects clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass unanimously with or without modification, 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 (“Act”) (including any statutory modification or reenactment thereof for the time being in force) and the relevant rules made thereunder and subject to the approval of the Registrar of Companies, Karnataka, consent of the members be and is hereby accorded to alter the Main objects clause of the Memorandum of Association of the Company, as per the draft amended Memorandum of Association (“MOA”) as placed before the members.

RESOLVED FURTHER THAT clause 3 (a) of the Memorandum of Association which are the main objects of the Company to be pursued on its incorporation, be altered such that the following sub-clause 8 be inserted after clause 7 of the Memorandum of Association:

8. To engage in the negotiation, execution, and administration of lease agreements with third parties for the acquisition of commercial spaces; to undertake capital expenditure for the furnishing or outfitting of the commercial spaces and to ensure their operational readiness; to sublease the commercial spaces to third parties for their operations; to collect rental/lease income from such third-parties; and undertake all related and analogous activities of whatsoever nature.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem 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 along with filing of necessary e-forms with the Registrar of Companies, Karnataka, in this connection.”

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Item no.2

To approve making of loans or investments and giving guarantees or providing security in connection with a loan made under Section 186 of the Companies Act, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder and subject to such approvals, consents, sanctions and permissions, as may be necessary and in supersession of the earlier shareholders’ approval, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make / give, from time to time, any loan(s), make investments in securities and to give, on behalf of the Company, any guarantee and / or provide any security in connection with any loan or loans made by any other person to, or to any other persons any sum or sums of money not exceeding Rs. 1,05,00,00,00,000 (Rupees Ten Thousand Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the aforesaid loans / investments may be made by the Company out of internal accruals or borrowings or in such other manner and in such proportion as the Board thinks appropriate provided that in case of loans, the interest rate shall not be lower than the rates prescribed in Section 186.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem 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 along with filing of necessary e-forms with the Registrar of Companies, Karnataka, in this connection.”

By order of the Board of Directors
Instakart Services Private Limited

Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

Address: Buildings Alyssa, Begonia & Clover,
Embassy Tech Village, Outer Ring Road,
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Date: 11th November 2024

Place: Bengaluru

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NOTES:

- Pursuant to the, General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022, and Circular No. 9/2023 dated September 25, 2023, Circular 09/2024 dated September 19, 2024 all other relevant circulars, notifications, guidelines (“MCA Circulars”) issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India (“MCA”), companies are allowed to convene their EGMs through video conferencing (“VC”) or other audio visual means (“OAVM”), without the physical presence of the members at a common venue. Hence, in accordance with the MCA Circulars, the EGM of the Company is being held through VC / OAVM. The members are requested to attend and participate in the EGM through VC/OAVM. In accordance with the Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.**
- 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. However, in pursuance of Section 113 of the Act, representatives of the body corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.**
- Members attending the Extra-Ordinary General Meeting through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
- Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Extra-ordinary general meeting at a shorter notice. The form for providing the same is enclosed.
- Members are requested to keep their copy of this Notice during the Meeting.
- Members are requested to record their attendance when the Chairman calls for it.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-ordinary General Meeting at the email ID at pooja.vk@flipkart.com.
- 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 email at pooja.vk@flipkart.com.
- Login shall start 15 mins before the scheduled time of the meeting.
- 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 pooja.vk@flipkart.com or regulatory@flipkart.com .

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11. Members can join the meeting through VC by logging into the below link: meet.google.com/ecb-ixyu-afh. In case of any concern in joining the VC meeting you are requested to reach out to pooja.vk@flipkart.com.
12. Since the Extra-Ordinary General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this Notice
13. 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 electronically by the Members at the Extra-Ordinary General Meeting.
14. 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.
15. All documents mentioned in this notice are available for inspection till the date of EGM and electronically at the Extra-Ordinary General Meeting.
16. Your Directors hereby undertake that this Extra-Ordinary General Meeting shall be convened as per the circulars issued by the Ministry of Corporate Affairs in this regard from time to time.

By order of the Board of Directors
Instakart Services Private Limited

Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

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Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business

Item No.1:

To alter the objects clause of the Memorandum of Association of the Company:

In order to expand the Company's present scope of operations and to avail the opportunity available locally, the Company is planning to add a new line of business i.e. to sublease the commercial spaces to third parties for their operations and to collect rental/lease income from such third parties along with its existing business. In order to carry out the said business, the objects clause [Clause 3 (a)] of the Memorandum of Association of the Company needs to be altered.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 8 after existing sub-clause No. 7 as stated in the Special Resolution annexed to the Notice.

The Board of Directors of your Company at their meeting held on 11th November 2024 has approved the proposal to amend the Memorandum of Association of the Company as aforesaid, subject to the approval of the members of the Company

The above amendment is subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

Interest of Directors

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.

Item No.2

To approve making of loans or investments and giving guarantees or providing security in connection with a loan made under Section 186 of the Companies Act, 2013

Considering the future requirements of the Company whereby it may have to make strategic / financial investments in other businesses / acquire companies for inorganic growth, extend loan and / or guarantee to other corporates or provide security in connection with loans availed by other corporates, it is deemed appropriate to pass a resolution under Section 186 of the Companies Act, 2013 fixing the limits for these purposes. It is proposed to enhance the limits from 8,000 crores to Rs.10,500 crores outstanding

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at any time notwithstanding that investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013, which require prior approval by the members of the Company.

Your Directors recommend the resolution, as set out in the notice, for approval of members by way of a Special Resolution.

Interest of Directors

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

Instakart Services Private Limited

Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

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On the letter head of shareholder

Consent by Members for Shorter Notice

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

To

The Board of Directors

Instakart Services Private Limited

Buildings Alyssa, Begonia & Clover, Embassy Tech Village,

Outer Ring Road, Devarabeesanahalli Village

Bengaluru -560103 KA, INDIA

We, _____, having our registered office at _____ holding ___ Equity shares of Rs _____ each in the Company in our own name, hereby give consent pursuant to the applicable provisions of the Indian Companies Act to hold the Extra-ordinary General Meeting (“EGM”) of the Company on 12th November 2024 at 2:30 PM IST through video conference / other audio visual means (OAVM) at shorter notice.

for _____

Authorized Signatory

Date: