

InstaKart Services Private Limited

CIN: U74900KA2015PTC080778

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

Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103

Email: pooja.vk@flipkart.com

NOTICE

Notice is hereby given that an **Extra-Ordinary General Meeting** of INSTAKART SERVICES PRIVATE LIMITED will be held on **WEDNESDAY, 3RD JUNE 2020 at 11:00 AM THROUGH VIDEO CONFERENCING** to transact the following business:

Special Business:

Item 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 approval of the Registrar of Companies, Karnataka, consent of the members be and is hereby accorded to alter the objects clause of the Company and the draft amended Memorandum of Association ("MOA") as placed before the members in the meeting be and is hereby adopted

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 as follows

To extend the scope of sub-clauses 1 to 5 to carrying on of activities in India or abroad besides certain language changes being made to clarify the intent of the activity to be undertaken. The proposed revised sub-clauses are as follows:

1. To carry on in India or aboard, the business of storage, warehousing, transportation and handling of all kinds of transport service/s and business of courier and allied services including but not limited to the business of storage, packaging, carriage, that of collecting any documents, goods, articles, things and to deliver them at specified places, cities, country/ies, to provide reverse pick up facility, collection of cash facility, cash on delivery and to act as Commission Agents, Distributors, Stockist and Brokers on behalf of its customers or sellers or merchants or any other service providers.
2. To carry on in India or aboard, the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen.
3. To carry on in India or aboard, the business of constructing, purchasing, taking on rent or otherwise acquiring garages, store-houses and other buildings for the housing or repairs of transport vehicles and for the storage of fuel, stores, spares, oils and other materials required for the working of the above vehicles the warehousing of the cargo and passengers transported.
4. To carry on in India or aboard, the business of processing, preparing, preserving, refining, bottling and dealing as packers in all kinds of cereals, pulses, sugar, spices, dry fruits, sweeteners, flours, jaggery, condiments, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of Packing units, Bottling Plants for all kinds and varieties of foods for human or animal consumption.
5. To carry on in India or aboard, the business of Packers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed

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meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions, by-products, derivatives food preparations of every kind and description.

The following sub-clauses 6 and 7 be inserted after clause 5 of clause 3 (a) of the Memorandum of Association:

6. To carry on in India or aboard, the business of providing value added services or support services like installation, demo, alteration, repair, laundry, dry-cleaning, troubleshooting, imparting information, grievance redressal, promoting products and services, lead generation or any other value added or support services on behalf of ecommerce platforms, online or offline sellers/merchants related to online / offline purchases to the customers or consumers at their door step or through experience stores or otherwise .
7. To carry on in India or aboard, the business of acting as agents, marketers, advertisers and distributors of marketing materials and run affiliate programs for ecommerce platforms, online or offline sellers/merchants and undertake any other advertising or marketing campaigns like displaying advertisement and promotion, distribution of all types of third party merchant offered coupons/vouchers/offers including but not limited to discount coupons, cash back offers, gift vouchers, gift cards, referral offers related to online / offline purchase business and incentivize customers for using the services.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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-form as return of appointment with the Registrar of Companies, Karnataka."

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



Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

Address: 24, Park Road,
Tasker Town, off Queen's Road,
Shivajinagar, Bengaluru - 560051

Date: 2nd June 2020
Bengaluru

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 Extra-Ordinary 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**

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Affairs vide General Circular 14/2020 dated 8th April 2020, which dispensed the physical attendance of members.

3. **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.**
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 will call 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 Extra-Ordinary General Meeting at the email ID pooja.vk@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 pooja.vk@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 pooja.vk@flipkart.com.
10. Members can join the meetings through VC by logging into the below hangout link:
<https://meet.google.com/lez-rmra-hpt>
In case of any concern in joining the VC meeting you are requested to reach out to Pooja Vasanth Kumar, contact no: 9886242233
11. Since the Extra-Ordinary General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. Your Directors hereby undertake that this Extra-Ordinary General Meeting shall be convened as per the framework provided in the General circular no 14/2020 dated 8th April 2020 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**



Pooja Vasanth Kumar
Company Secretary
Membership No: A34051
Address: 24, Park Road,
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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

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

The Company intends to pursue a new line of business of providing assisted commerce, value added services, marketing, advertisement and promotional activities along with the existing business.

In order to carry out the said new line of business, the objects clause of the Memorandum of Association would require to be altered. The alteration of Memorandum of Association under the section 13 requires prior approval by the members of the Company by way of special resolution. Hence the matter is being placed for your approval.

Your Directors recommend the resolution, as set out in the notice as item no. 1, 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

For **Instakart Services Private Limited**



Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

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