

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: 8th November 2021

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT SIXTH ANNUAL GENERAL MEETING OF INSTAKART SERVICES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON MONDAY, THE 8TH NOVEMBER 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

Item no.1

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021, the Reports of Board of Directors and Auditors thereon by passing the below resolutions as an **Ordinary Resolution** with or without modifications:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2021 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes appended thereto along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted.”

Item no. 2

RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

To approve the re-appointment of statutory auditors of the Company by passing the below resolution as an **Ordinary Resolution** with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof), M/s. S R Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No.101049W/E300004), be and are hereby re-appointed as Statutory Auditors of the Company for a term of four years commencing from the financial year 2021-22 till the financial year 2024-25 on such remuneration as may be fixed by the Board of Directors in consultation with the auditors.”

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By order of the Board of Directors

Instakart Services Private Limited

Kolla Prabhakar

Director

DIN: 08626124

Address: 3A, 701, Soul Space Arista,

Marathalli ORR Doddanekkundi,

Opp EMC2, Bangalore

North Bengaluru-560037, Karnataka, India.

Date: 8th November 2021

Place: Bengaluru

NOTES:

- 1. 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, General Circular no. 17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020 and General Circular no. 02/2021 dated 13th January 2021, wherever applicable, which dispensed the physical attendance of members. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the 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.**
- 2. 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.**
- 3. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circulars have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio-Visual Means, without the physical presence of the Members at a common venue.**
- 4. Ministry of Corporate Affairs by notification of Companies Amendments Act, 2017 with effective from 7th May,2018 have removed/deleted the provisions relating to requirement of "Ratification of Appointment of Statutory Auditors by the shareholders every year in the Annual General Meeting" as required under section 139 of the Companies Act, 2013. Accordingly, there will be no proposal for ratification of the appointment of Statutory Auditors by the Shareholders at the forthcoming AGM.**

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5. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Annual general meeting at a shorter notice. The form for providing the same is enclosed.
6. Ministry of Corporate Affairs by notification of Companies Amendments Act, 2017 with effective from 7th May 2018 have removed/deleted the provisions relating to requirement of "Ratification of Appointment of Statutory Auditors by the shareholders every year in the Annual General Meeting" as required under section 139 of the Companies Act, 2013. Accordingly, there will be no proposal for ratification of the appointment of Statutory Auditors by the Shareholders at the forthcoming AGM.
7. Members are requested to keep their copy of this Notice during the Meeting.
8. Members are requested to record their attendance when the Chairman calls for it.
9. 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 regulatory@flipkart.com
10. 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 regulatory@flipkart.com
11. Login shall start 15 mins before the scheduled time of the meeting.
12. 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 regulatory@flipkart.com
13. Members can join the meeting through VC by logging into the below google hangout link: meet.google.com/zne-xjgb-wsj. In case of any concern in joining the VC meeting you are requested to reach out to regulatory@flipkart.com
14. Since the Annual General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this Notice
15. 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 Extraordinary General Meeting electronically in the meeting.
16. 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.
17. All documents referred to in the Notice will be available for inspection at the Annual General Meeting electronically.

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18. Your Directors hereby undertake that this General Meeting shall be convened as per the Circular 20/2020 dated 05th May2020 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 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
Instakart Services Private Limited

Kolla Prabhakar

Director

DIN: 08626124

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

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On the letter head of shareholder

Consent by Members for Shorter Notice

(Pursuant to Section 101(1) and Section 136 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 Annual General Meeting (“AGM”) of the Company on 2021 at____. at shorter notice.

We further agree pursuant to the applicable provisions of the Indian Companies Act to consider copy of financial statements, auditors’ report and boards report of the Company (along with necessary annexures) sent to us less than 21 days before the date of AGM as duly sent.

for _____

Authorised Signatory

Date: