

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: 26th September 2022

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT SEVENTH ANNUAL GENERAL MEETING OF INSTAKART SERVICES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, THE 28TH SEPTEMBER 2022 AT 10.30 A.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 2022:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, the Reports of Board of Directors and Auditors thereon and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2022 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.”

Special Business:

Item no. 2

REGULARISATION OF APPOINTMENT OF MR. HEMANT GUNDOPANT BADRI (DIN: 09366283) AS DIRECTOR OF THE COMPANY

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 149, 152(2), 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Hemant Gundopant Badri (DIN: 09366283), who

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was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th December 2021 be and is hereby appointed as the Director (Non-executive) of the Company.

By order of the Board of Directors

Instakart Services Private Limited

Pooja Vasanth Kumar

Company Secretary

Membership No: A34051

Address: 24, Park Road, Tasker Town

Off Queen's Road, Shivajinagar

Bangalore - 560051

Date: 26th September 2022

Place: Bengaluru

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NOTES:

- 1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.**
- 2. Pursuant to the 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 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 AGMs 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 AGM of the Company is being held through VC / OAVM. The members are requested to attend and participate in the AGM 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.**
- 3. 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.**
- 4. 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.**
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. Members are requested to keep their copy of this Notice during the Meeting.
7. Members are requested to record their attendance when the Chairman calls for it.
8. 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 at pooja.vk@flipkart.com .
9. 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.
10. Login shall start 15 mins before the scheduled time of the meeting.
11. 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

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only by sending emails through their email addresses which are registered with the Company to pooja.vk@flipkart.com or regulatory@flipkart.com .

12. Members can join the meeting through VC by logging into the below link: meet.google.com/gkz-pwii-eus. In case of any concern in joining the VC meeting you are requested to reach out to pooja.vk@flipkart.com.
13. 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
14. 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 Annual General Meeting.
15. 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.
16. All documents mentioned in this notice and explanatory statement are available for inspection during 9 am to 6pm on all business days and at the Annual General Meeting.
17. Your Directors hereby undertake that this 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
Address: 24, Park Road, Tasker Town
Off Queen's Road, Shivajinagar
Bangalore - 560051

Date: 26th September 2022

Place: Bengaluru

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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 proposed to be transacted at the Annual General Meeting

Item No.2:

The Board, by passing resolution by circulation dated on 7th December 2021, appointed Mr. Hemant Gundopant Badri (DIN: 09366283) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”).

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.

In this regard, the Board of Directors at their meeting held on 26th September 2022 have recommended to the members of the Company, the appointment of Mr. Hemant Gundopant Badri as a Director (Non-executive) of the Company.

Brief profile of Mr. Hemant Gundopant Badri is as under:

Details of Director	
Age	43 years
Qualification	Post Graduate Diploma in Industrial Engineering
Experience	22 years
Terms and condition of appointment	Appointed as Additional Director Current proposal is for appointment as Director. Remuneration sought to be paid by the Company: NIL
Date of First Appointment on the Board	07 th December 2021
Shareholding in the Company	Nil
Relationship with other Directors	Employees of group companies
No. of Meetings attended during this year	1
Other Directorship, Membership/ Chairmanship of Committees of other Boards	Director – Shadowfax Technologies Private Limited

Interest of Directors / KMP, etc.

Except Mr. Hemant Gundopant Badri (DIN: 09366283), none of the other 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.

Mr. Hemant Gundopant Badri (DIN: 09366283) does not hold any shares in the Company and is not related to any of the Directors or Manager or Key Managerial Personnel of the Company.

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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) 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 26th September 2022 at ___ through video conference / other audio visual means (OAVM) at shorter notice.

We/I further approve to circulate the Financial Statements of the Company for the financial year ended March 31, 2022, for less than twenty-one (21) days as required under the provisions of Section 136 of the Companies Act, 2013.

for _____

Authorized Signatory

Date: