

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, 16TH SEPTEMBER 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, 15 and other applicable provisions if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules made thereunder and approval of the Registrar of Companies, Karnataka, the objects clause of the Company be and is hereby amended and the draft copy of the amended Memorandum of Association (“MOA”) as circulated be and is hereby adopted.

RESOLVED FURTHER that the main objects of the Company be altered to carry out the following:

- a. Include the activities of collection of KYC documents, cash recovery facility and credit recovery facility under sub-clause 1
- b. Consolidate the existing clause
- c. Include sub-clause 6 and 7 to incorporate the business activity of Flipkart Digital Media Private Limited

RESOLVED FURTHER that the below revised main object clause be adopted as Clause 3(a) of the Memorandum of Association of the Company:

1. To carry on in India or abroad, 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 including KYC 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, *cash recovery facility, credit recovery services* 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 abroad , 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 and 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.

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3. To carry on in India or abroad, 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.
4. To carry on in India or abroad, the business of Packers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed 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.
5. To carry on in India or abroad, 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 and 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.
6. To carry on the business in India or abroad, whether as principle , agent, owner proprietor, manager ,contactor, consultant, advisor, partner, developer, dealer, importer, exporter, buyer, seller, or otherwise in the field of Digital technology based Software, Products, Development ,and Implementation of digital technology in all spheres, Software Development, Product Development, Marketing software, System solutions, Evaluation of suppliers, negotiation and developing of contracts, economic forecasting, strategic planning of the supply chain dynamics, web designing, development of web based information system, client server application, enterprise resource planning, network management and to establish and maintain portals, to develop E-commerce activities, to commercialize internet applications, to develop consumer oriented electronic commerce create, to create digital signature & system on demand and to deal with, market, export, import all kinds of electric & electronic components capable of being used in digital, export, import, all kinds of electric & electronic components capable of being used in digital, Electrical, mechanical and electronic Industries including computers telecommunication, to carry out software research and development, to design and develop system software, application software and any other software in India and abroad to start Integrated services, Digital Local Network(ISDLAN) dial for data Centres technology parks, wide area network internet, user net, cybercafé services in India and abroad.
7. To carry on in India and elsewhere in the world, whether as owner, manager, operator, consultant, partner, adviser, or otherwise, the business of creating technology and developing software for the purpose of facilitating online sale and purchase of any kind and all kind of goods, commodities, and merchandise including books, magazines, periodicals, and journals, and to engage in B2B e-commerce in the nature of cash and carry wholesale distribution of all kinds of goods, commodities and merchandise and providing services incidental thereto through various channels and mediums.

RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby

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severally authorized on behalf of the Company to consider and approve any amendments to the above clauses of the Memorandum of Association basis the inputs from the Board, or by the Registrar of Companies & take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be 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 Registrar of Companies.”

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: 15th September 2020

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 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 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:

meet.google.com/ctk-jwfx-aem

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.

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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

It is proposed to alter the Memorandum of Association to incorporate the object clauses of Flipkart Digital Media Private Limited pursuant to the ongoing amalgamation of Flipkart Digital Media Private Limited with the Company. The members are further informed that the Company would also like to undertake the activity of collection of KYC documents, cash recovery facility and credit recovery facility. It is proposed to alter the objects clause of the Company to include the said activities along with consolidating the main object clauses.

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
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Date: 15th September 2020
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