

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 website www.ekartlogistics.com

Date: 28th April 2025

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 WEDNESDAY, THE 30TH APRIL 2025 AT 2:30 PM THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

Item no.1

ITEM NO.1 - TO WITHDRAW THE APPROVAL ON REDUCTION IN SHARE CAPITAL 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 the provisions of Section 66 and 52 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder together with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ('NCLT RSC Procedure Rules') and Articles of Association of the Company, the approval of the members be and is hereby accorded to withdraw the proposal of Capital reduction by utilizing the securities premium account to set off the accumulated losses of the Company as approved by the members at the Extra-ordinary General Meeting held on 20th February, 2023.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally and/or jointly authorized to provide the certified copy of this resolution to any person or authority(ies) as may be required from time to time."

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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Place: Bengaluru

NOTES:

1. 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.
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. 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.
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 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.
5. Members are requested to keep their copy of this Notice during the Meeting.
6. Members are requested to record their attendance when the Chairman calls for it.
7. 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.
8. 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.
9. Login shall start 15 mins before the scheduled time of the meeting.
10. 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/ggg-qadt-djv. 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

Address: Buildings Alyssa, Begonia & Clover,
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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 WITHDRAW THE APPROVAL ON REDUCTION IN SHARE CAPITAL OF THE COMPANY

The Board of Directors of the Company had earlier approved the reduction of share capital by utilizing the securities premium account to set off the accumulated losses of the Company at its Board meeting held on 14th February 2023 and the shareholders' had approved through an Extra-Ordinary General meeting held on 20th February 2023. However, no application to the National Company Law Tribunal (NCLT) was made on the reduction and pursuant to internal discussions, it is now proposed to withdraw/cancel the said resolution.

Accordingly, the Board has approved and recommended to withdraw the resolution at its meeting held on 24th April, 2025. Approval of the shareholders by way of ordinary resolution is required to withdraw the earlier resolution passed for reduction in share capital.

Interest of Directors / KMP, etc.

None of the Directors of the Company, 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.

Accordingly, the Board recommends passing the Resolutions set out in Item No. 1 of this Notice as an Ordinary Resolution

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 30th April 2025 at 2:30 PM IST through video conference / other audio visual means (OAVM) at shorter notice.

for _____

Authorized Signatory

Date: