

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: 21st July 2025

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TEENTH ANNUAL GENERAL MEETING OF INSTAKART SERVICES PRIVATE LIMITED WILL BE HELD ON THURSDAY, THE 24TH JULY 2025 AT 9:30 AM 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 2025:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, 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 2025 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

TO APPOINT AKGVG & ASSOCIATES CHARTERED ACCOUNTANTS, (FRN: 018598N) AS THE STATUTORY AUDITORS OF THE COMPANY:

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, consent of the Shareholders of the Company be and is hereby accorded to appoint M/s **AKGVG & Associates Chartered Accountants, (FRN: 018598N)** as Statutory Auditors of the Company for a period of five years starting from Financial Year 2025-26 and that they shall hold office from conclusion of the 10th Annual General Meeting to 15th Annual General Meeting beginning from April 01, 2025 [FY 2025-26] to March 31, 2030 [FY 2029-30] on such remuneration as may be agreed upon between the Directors of the Company and the Auditors;

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is hereby severally authorized to sign and submit the necessary e-forms with Registrar of

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Companies and to do all such acts, deeds and things as may be deemed necessary or expedient in this regard."

Special Business:

APPOINTMENT OF MR. ANIL KUMAR NAMBIAR (DIN: 10776564) AS A DIRECTOR & WHOLE TIME DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161,196 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), the appointment of Mr. Anil Kumar Nambiar (DIN: 10776564) as an Additional Director and Whole-time Director (Executive) of the Company be and is hereby regularized as a Director and Whole-time Director (Executive) of the Company for a period of 5 years with effect from 11th November 2024, on the terms and conditions as per his employment agreement with the Company, and further, shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to sign and file necessary e-Forms with Registrar of Companies, documents, to take necessary actions, and to do all those acts, things, deeds as may be necessary.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of the resolution to all concerned."

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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Date: 21st July 2025

Place: Bengaluru

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NOTES:

1. 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 Circular No. 9/2023 dated September 25, 2023 and General Circular no. 09/2024 dated 19th September 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 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.
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 Annual 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 Annual 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 Annual 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/nbe-eouo-aki. In case of any concern in joining the VC meeting you are requested to reach out to pooja.vk@flipkart.com.
12. 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.
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 Annual 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 AGM and electronically at the Annual General Meeting.
16. 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

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EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS.

Item No. 2

APPOINTMENT OF MR. ANIL KUMAR NAMBIAR (DIN: 10776564) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY.

As per Section 152 (2) of the Companies Act, 2013 ("Act"), every Director shall be appointed by the Company in the General Meeting. Further, as per Section 161 of the Act, the Board of Directors has the power to appoint 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.

Accordingly, it is proposed to regularize the appointment of Mr. Anil Kumar Nambiar (DIN: 10776564), who was appointed as an Additional Director (Executive) of the Company, and subsequently designated as a Whole-time Director of the Company by the Board with effect from 11th November 2024 (Date of appointment by the Board) and for a period of 5 (five) years from the effective date. No additional remuneration is being paid to Mr. Anil Kumar Nambiar (DIN: 10776564), as director except his salary or cost to the company paid to him as per his employment agreement from time to time.

Accordingly, the Board seeks the approval of the members for the above proposal for regularization of the appointment of Mr. Anil Kumar Nambiar (DIN: 10776564), as a Director and Whole-time Director (Executive) of the Company for a period of 5 years from the date of his appointment by the Board.

Age	49 years
Qualification	BE
Experience	26 years
Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Appointed by the Board as an Additional Director (Executive) and designated as Whole-time Director for a period of 5 years. The Current proposal is to regularize his appointment as a Director and Whole time Director. Remuneration is as per the terms and conditions mentioned in his employment agreement
Date of First Appointment on the Board	11 th November 2024 (as an Additional Director (executive) and designated as Whole-time Director)
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2025)	4
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorship:</u> Nil

*Your Board recommends passing the resolution set out in Item No. 2 as **Ordinary resolution**.*

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Interest of Directors / KMP, etc.

None of the Director of the Company or any Key Managerial Personnel or any of the relatives of Directors or Key managerial personnel, have any concern or interest, financial or otherwise in the proposed business except Mr. Anil Kumar Nambiar (DIN: 10776564) who is deemed to be interested in this resolution.

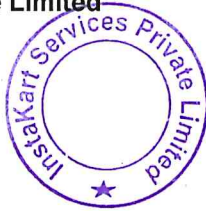
By order of the Board of Directors
Instakart Services Private Limited



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) 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 24th July 2025 at 9:30 AM IST 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, 2025, for less than twenty-one (21) days as required under the provisions of Section 136 of the Companies Act, 2013.

for _____

Authorized Signatory

Date: