

**SCAPIC INNOVATIONS PRIVATE LIMITED**Date: 8<sup>th</sup> September 2023

To,  
The Members  
The Directors  
The Auditors

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**NOTICE**

**NOTICE IS HEREBY GIVEN THAT SIXTH (6<sup>th</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF SCAPIC INNOVATIONS PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, 12<sup>TH</sup> SEPTEMBER 2023 AT 2:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING WILL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BUILDINGS ALYSSA, BEGONIA & CLOVER, EMBASSY TECH VILLAGE, OUTER RING ROAD, DEVARABEESANAHALLI VILLAGE, BENGALURU 560103.**

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**Ordinary Business:****Item no.1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, the Reports of Board of Directors and Auditors thereon, if thought fit to pass with or without modification(s) the below resolutions as an **Ordinary Resolution:**

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2023 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 M/s. A S Shekhawat & Co, Chartered Accountants (ICAI Registration No. 144562W) as Statutory Auditors of the Company for the period of another five consecutive financial years and to determine their remuneration and if deemed fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and rules made thereunder, be and hereby appointed M/s A S Shekhawat & Co, Chartered Accountants, (ICAI Registration No. 144562W), as

**Registered Office:**

Buildings Alyssa, Begonia & Clover, Embassy Tech Village,  
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103  
e-mail: [regulatory@flipkart.com](mailto:regulatory@flipkart.com)

**SCAPIC INNOVATIONS PRIVATE LIMITED**

Statutory Auditors of the Company for another term of five consecutive years commencing from the financial year 2023-24 till the financial year 2027-28 to hold the office as such from the conclusion of this Annual General Meeting till the conclusion of Eleventh (11<sup>th</sup>) Annual General meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** any Director of the Company be and hereby severally authorized to sign necessary documents, intimate to the statutory auditors, to sign appointment letters, to digitally sign and file necessary eForms with the Registrar of Companies and to do all such acts, deeds, things, as may be necessary for give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to issue a certified true copy of the resolution to all concerned.”

**Special Business:****Item No. 3**

To consider and approve advancing any loan or give any guarantee or provide any security under Section 185 of the Companies Act 2013 and, if thought fit, to pass the following resolution, with or without modifications as a **“Special Resolution”**:

**“RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and subject to the provisions of Section 186 of the Act, and Rules made thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (herein after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board, if any or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, and/or give any guarantee(s) or provide any security(ies) in connection with any loan taken/ to be taken by any entity which is a subsidiary(s) or associate(s) or group or joint venture of the company, on the Board of which director/s of the company is / are also a director /s (RE3 Technologies Private Limited, ANS Digital Private Limited, Gadgetwood Eservices Private Limited, Flipkart Health Limited, Wal-Mart India Private Limited, Jade Eservices Private Limited and Childrenite Private Limited) upto an aggregate sum of INR 500 Crores (Rupees Five Hundred Crore only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities and the terms of loans will be determined as per the loan agreement/s if any.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

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**SCAPIC INNOVATIONS PRIVATE LIMITED****Item No. 4**

Appointment of Mr. Ritesh Tibrewala (DIN:09827809) as a Director of the Company, and, if thought fit, to pass the following resolution, with or without modifications as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 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. Ritesh Tibrewala (DIN:09827809), who was appointed as an Additional Director (Non- Executive) by the Board with effect from 23rd December 2022, be and is hereby appointed as a Director (Non-executive) of the Company.

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

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to issue a certified true copy of the resolution to all concerned.”

**Item No. 5**

Appointment of Mr. Sandeep Sambhu Srithodi (DIN: 09060212) as a Director of the Company and, if thought fit, to pass the following resolution, with or without modifications as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 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. Sandeep Sambhu Srithodi (DIN: 09060212), who was appointed as an Additional Director (Non- Executive) by the Board with effect from 09<sup>th</sup> May 2023, be and is hereby appointed as a Director (Non-executive) of the Company.

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

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to issue a certified true copy of the resolution to all concerned.”

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**SCAPIC INNOVATIONS PRIVATE LIMITED**

By Order of the Board of Directors  
For **Scapic Innovations Private Limited**

*Ritesh Tibrewala*



**Ritesh Tibrewala**

**Director**

**DIN:** 09827809

**Address:** V5 201, Astro Rosewood Regency,  
Kaikondrahalli Sarjapur Road, Near St. Peter School,  
Kaikondrahalli, Carmelaram, Bangalore-560035.

Date: 8<sup>th</sup> September 2023

Place: Bengaluru

**Registered Office:**

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**SCAPIC INNOVATIONS PRIVATE LIMITED****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, General Circular no. 10/2022 dated 28 December, 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.
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 keep their copy of this Notice during the Meeting.
5. Members are requested to record their attendance when the Chairman calls 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 Annual General Meeting at the email ID [vishal.irkal@flipkart.com](mailto:vishal.irkal@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 email at [vishal.irkal@flipkart.com](mailto:vishal.irkal@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 [vishal.irkal@flipkart.com](mailto:vishal.irkal@flipkart.com)

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**SCAPIC INNOVATIONS PRIVATE LIMITED**

10. Members can join the meeting through VC by logging into the below link: [meet.google.com/kmz-hidg-znk](https://meet.google.com/kmz-hidg-znk). In case of any concern in joining the VC meeting you are requested to reach out to [vishal.irkal@flipkart.com](mailto:vishal.irkal@flipkart.com)
11. 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
12. 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 Annual General Meeting electronically.
13. 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.
14. All documents mentioned in this notice are available for inspection during 9 am to 6pm on all business days at the registered office and will be available electronically during the Annual General Meeting.
15. The statements pursuant to Section 102 of the Companies Act, 2013, and Secretarial Standard on General Meetings (SS-2), setting out the material facts concerning special business matters are annexed hereto.
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  
For **Scapic Innovations Private Limited**



**Ritesh Tibrewala**  
**Director**  
**DIN: 09827809**

**Address:** V5 201, Astro Rosewood Regency,  
Kaikondrahalli Sarjapur Road, Near St. Peter School,  
Kaikondrahalli, Carmelaram, Bangalore-560035.

Date: 8<sup>th</sup> September 2023  
Place: Bengaluru

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**SCAPIC INNOVATIONS PRIVATE LIMITED****EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS.****Item No. 3****TO CONSIDER AND APPROVE ADVANCING ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT 2013.**

The Company is expected to render support from time to time for the business requirements of other companies i.e. subsidiary or associate or group or joint venture of the Company in the group on the Board of which the director/s of the Company is/are also director/s, (RE3 Technologies Private Limited, ANS Digital Private Limited, Gadgetwood Eservices Private Limited, Flipkart Health Limited, Wal-Mart India Private Limited, Jade Eservices Private Limited and Childrenite Private Limited). However, pursuant to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013 and subject to the provisions of Section 186, the Company was unable to extend financial assistance by way of loan, guarantee or security. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be able to provide financial assistance by way of loan to other entities in the group i.e. subsidiary or associate or group or joint venture of the Company or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that the Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the borrowing entities. Hence, in order to enable the company to advance loan to Subsidiaries / Joint Ventures / Associates/ group / other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

Your Board recommend for passing the resolution set out in Item No.3 as Special resolution.

**Interest of Directors / KMP, etc.**

Both the directors, being the common directors in the group companies as stated above are deemed interested in the resolution. None of the relatives of directors have any concern or interest, financial or otherwise in the proposed resolution.

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**SCAPIC INNOVATIONS PRIVATE LIMITED****Item No.: 4****APPOINTMENT OF MR. RITESH TIBREWALA (DIN:09827809) AS A DIRECTOR OF THE COMPANY.**

Mr. Ritesh Tibrewala (DIN:09827809) was appointed as an Additional Director (Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 23<sup>rd</sup> December 2022.

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 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, Mr. Ritesh Tibrewala (DIN:09827809) will be holding the office till the conclusion of the ensuing Annual General Meeting.

In this regard, the Board of Directors at their meeting held on 15<sup>th</sup> May 2023 have recommended to the members of the Company, the appointment of Mr. Ritesh Tibrewala as a Director (Non-executive) of the Company.

Age	42 years
Qualification	Chartered Accountant
Experience	20 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 as Additional Director (Non-Executive). The Current proposal is to regularize his appointment as a Director (Non- Executive). Remuneration sought to be paid by the Company: NIL
Date of First Appointment on the Board	23 <sup>rd</sup> December 2022 (as Additional Director)
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2023)	10
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Directorship:</u> Wal-Mart India Private Limited Childrenite Private Limited  <u>Membership/ Chairmanship of Committees of other Boards:</u> Nil

Your Board recommends passing the resolution set out in Item No. 4 as Ordinary resolution.

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**SCAPIC INNOVATIONS PRIVATE LIMITED****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. Ritesh Tibrewala (DIN:09827809) who is deemed interested in this resolution.

**Item No.: 5****APPOINTMENT OF MR. SANDEEP SAMBHU SRITHODI (DIN: 09060212) AS A DIRECTOR OF THE COMPANY.**

Mr. Sandeep Sambhu Srithodi (DIN: 09060212) was appointed as an Additional Director (Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 09<sup>th</sup> May 2023.

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, 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, Mr. Sandeep Sambhu Srithodi (DIN: 09060212) will be holding the office till the conclusion of ensuing Annual General Meeting.

In this regard, the Board of Directors at their meeting held on 15<sup>th</sup> May 2023 have recommended to the members of the Company, the appointment of Mr. Sandeep Sambhu Srithodi as a Director (Non-executive) of the Company.

Age	40 years
Qualification	Chartered Accountant
Experience	15 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 as Additional Director (Non-Executive). The Current proposal is to regularize his appointment as a Director (Non- Executive). Remuneration sought to be paid by the Company: NIL
Date of First Appointment on the Board	9th May 2023 (as Additional Director)
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2023)	6

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**SCAPIC INNOVATIONS PRIVATE LIMITED**

Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Directorship:</u> Flipkart Health Limited Gadgetwood Eservices Private Limited ANS Digital Private Limited RE3 Technologies Private Limited Jade Eservices Private Limited  <u>Membership/ Chairmanship of Committees of other Boards:</u> Nil
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Your Board recommends passing the resolution set out in Item No. 5 as Ordinary resolution.

**Interest of Directors / KMP, etc.**

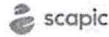
None of the Director of the Company or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed business except Mr. Sandeep Sambhu Srithodi (DIN: 09060212) who is deemed interested in this resolution.

By Order of the Board of Directors  
For **Scapic Innovations Private Limited**

**Ritesh Tibrewala****Director****DIN:** 09827809**Address:** V5 201, Astro Rosewood Regency,  
Kaikondrahalli Sarjapur Road, Near St. Peter School,  
Kaikondrahalli, Carmelaram, Bangalore-560035.Date: 8<sup>th</sup> September 2023

Place: Bengaluru

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+918037786001

CIN: U72900KA2017PTC102142

**SCAPIC INNOVATIONS PRIVATE LIMITED**

**On the letter head of shareholder**

THE COMPANIES ACT, 2013  
Consent by Shareholder for shorter notice  
(Pursuant to section 136 of the Companies Act, 2013)

To,  
The Board of Directors  
**Scapic Innovations Private Limited**  
Buildings Alyssa, Begonia & Clover, Embassy Tech Village,  
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103

We/I, -----, having our registered office at -----holding ----  
-----Equity shares of Rs.-----/- each in the Company in our/my own name, hereby give  
hereby give consent pursuant to the applicable provisions of the Indian Companies Act to hold  
the Sixth Annual General Meeting ("AGM") of the Company on **Tuesday, 12<sup>th</sup> September  
2023 at 2.00 P.M.(IST)**.

We hereby give consent pursuant to the provisions Section 136 to receive the Financial  
Statements, Auditor's Report and Director's report of the Company (along with necessary  
annexures) of the Company for the financial year ended March 31, 2023, with less than twenty-  
one (21) days' notice as required under the provisions of Section 136 of the Companies Act,  
2013.

For \_\_\_\_\_

\_\_\_\_\_  
**Authorized Signatory**

Date:

**Registered Office:**

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Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103  
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