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CIN: U72900KA2017PTC102142

SCAPIC INNOVATIONS PRIVATE LIMITED

Date: 9th January 2024

To,
The Members
The Directors
The Auditors

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF SCAPIC INNOVATIONS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD ON WEDNESDAY, 10TH JANUARY 2024 AT 2:30 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO: 1

REGULARIZATION OF THE APPOINTMENT OF MR. PRAKASH SIKARIA (DIN:03511668) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY

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

RESOLUTION NO: 1

“**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. Prakash Sikaria (DIN:03511668) as a Director and Whole-time Director of the Company be and is hereby regularized as a Director and Whole-time Director (Executive) of the Company with effect from 9th January 2024 (date of appointment by the Board) for a period of 5 years from the effective date, 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 the members of the Company be and hereby take note and approve that except the salary or remuneration or cost to the company as stated in the employment agreement of Mr. Prakash Sikaria (DIN:03511668) from time to time, no other additional fees or remuneration in his capacity as a director and whole-time director of the Company be paid to him.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized, on behalf of the Company to do all acts, deeds and other things which are necessary

Registered Office:

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for giving effect to the aforesaid appointment and to file the requisite e-forms / return with the Ministry of Corporate Affairs (MCA) / Registrar of Companies as required under the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to issue a certified true copy of the resolution to all concerned.”

ITEM NO: 2

GRANT OF EMPLOYEE STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY

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

RESOLUTION NO: 2

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to any approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of the Company, approval of the shareholders of the Company be and is hereby accorded to grant stock options under the '**Scapic Innovations Private Limited Employee Stock Option Plan 2023**' ("**SSOP 2023**") to the following employee during the financial year 2023-24, that exceeds 1% of the total issued share capital (excluding outstanding warrants and conversions) of the Company at the time of such grant of options on such terms and conditions, as may be determined by the Board in accordance with the provisions of the SSOP 2023, and in due compliance with other applicable laws and regulations:

Name of Employee	Number of Options to be granted
Prakash Sikaria, Whole-time Director and CEO of the Company	44,248 (equivalent to 5% of the issued capital of the Company on a fully diluted basis)

RESOLVED FURTHER THAT the Board be and is hereby further authorized to grant stock options to the identified employee of the Company as mentioned above under SSOP 2023 and to do all such acts, deeds and things as may be necessary in connection with the foregoing.

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RESOLVED FURTHER THAT, all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

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: 9th January 2024

Place: Bengaluru

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NOTES:

1. Deemed venue of the meeting shall be the Registered Office of the Company.
2. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meeting SS-2 in respect of the special business to be transacted at the Extra-ordinary General Meeting is annexed hereto.
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 vide General Circular 14/2020 dated 8th April 2020, General Circular no. 17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January, 2021, General Circular no. 02/2022 dated 05th May, 2022, General Circular no. 11/2022 dated 28th December, 2022 and General Circular no. 09/2023 dated 25th September 2023 wherever applicable, which dispensed the physical attendance of members. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the 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 Extra Ordinary General Meeting through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circulars have permitted the holding of the Extra Ordinary General Meeting ("EGM") through Video Conference/ Other Audio-Visual Means, without the physical presence of the Members at a common venue.
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. 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.
9. Login to the meeting through VC/OAVM 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 vishal.irkal@flipkart.com

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11. Members can join the meeting through VC by logging into the below link meet.google.com/bqj-pgm-x-iqb in case of any concern in joining the VC meeting you are requested to reach out to Mr. Vishal Ircal, email id vishal.irkal@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. All documents mentioned in this notice and explanatory statement are available for inspection electronically during 9.00 am to 6:00 pm on all business days and at the Extra Ordinary General Meeting.
14. The Directors of the Company 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, General Circular no.17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020, General Circular no. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020 , General Circular no. 39/2020 dated 31st December 2020 , General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 3/2022 dated 5th May 2022, General Circular no. 11/2022 dated 28th December, 2022 and General Circular no. 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.
15. Ministry of Corporate Affairs vide General Circular no. General Circular no. 09/2023 dated 25th September 2023, has allowed Companies to hold Extra-ordinary general meeting via VC /OAVM till 30th September 2024.

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: 9th January 2024

Place: Bengaluru

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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: 1

REGULARIZATION OF THE APPOINTMENT OF MR. PRAKASH SIKARIA (DIN:03511668) 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. Prakash Sikaria (DIN:03511668), 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 9th January 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. Prakash Sikaria (DIN:03511668) 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. Prakash Sikaria (DIN:03511668) as a Director (Executive) and Whole-time Director of the Company for a period of 5 years from the date of his appointment by the Board as per the terms of his employment with the Company.

Age	42 years
Qualification	B. Tech and MBA
Experience	17 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

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Date of First Appointment on the Board	9 th January 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 2024)	Nil
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorship:</u> Cleartrip Packages & Tours Private Limited Cleartrip Private Limited <u>Membership/ Chairmanship of Committees of other Boards:</u> Nil

The Board recommends the Resolutions at Item No. 1 of this Notice, for approval of the Shareholders by way of ordinary resolution.

Interest of Directors / KMP, etc.

None of the Directors of the Company, the Manager or any Key Managerial Personnel or any of the relatives of the Directors, Manager or Key Managerial Personnel, except Mr. Prakash Sikaria (DIN:03511668), Whole-time Director and CEO, whose appointment is being regularized, has any concern or interest, financial or otherwise in the proposed business.

ITEM NO: 2

GRANT OF EMPLOYEE STOCK OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY

Under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company is required to take the approval of the shareholders of the Company by way of a separate resolution for grant of options to identified employee/s, during any one year, that equals to or exceeds 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of such options.

Accordingly, the Board seeks the approval of the members to grant stock options under the 'Scapic Innovations Private Limited Employee Stock Option Plan 2023' ("**SSOP 2023**") to the following

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employee during the financial year 2023-24, that exceeds 1% of the issued share capital of the Company at the time of such grant of options:

Name of Employee	Number of Options to be granted
Prakash Sikaria, Whole-time Director and CEO	44,248 (equivalent to 5% of the issued capital of the Company on a fully diluted basis)

The Board recommends the Resolutions at Item No. 2 of this Notice, for approval of the Shareholders by way of ordinary resolution.

Interest of Directors / KMP, etc.

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, except Mr. Prakash Sikaria (Whole time Director and CEO), is interested in the proposed business to the extent of the options to be granted under the SSOP 2023.

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: 9th January 2024

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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
Scapic Innovations Private Limited
CIN: U72900KA2017PTC102142
Registered office: Buildings Alyssa, Begonia & Clover,
Embassy Tech Village, Outer Ring Rd,
Devarabeesanahalli Village, Bengaluru-560103.

We, _____ having Registered Office at....., holding [●] Equity shares of INR. [●] in the Company hereby give our consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra Ordinary General Meeting of the Company on Wednesday, 10th January 2024 at 2:30 P.M.(IST) at a shorter notice or any adjournment thereof.

For,.....

Authorised Signatory

.....

Date :

Registered Office:

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