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CIN: U72900KA2017PTC102142

SCAPIC INNOVATIONS PRIVATE LIMITED

Date: 21st August 2023

**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 TUESDAY, 22ND AUGUST 2023 AT 11:30 A.M (IST) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO:1

APPROVAL FOR SCAPIC INNOVATIONS PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2023 AND TO GRANT EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY:

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

RESOLUTION NO: 1

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (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 such other 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 (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), approval and consent of the shareholders of the Company ("**Shareholders**") be and is hereby accorded to adopt and implement the '**Scapic Innovations Private Limited Employee Stock Option Plan 2023**' ("**SSOP 2023**"), Key Parameters of such SSOP 2023 being:

- Company's ESOP pool of 88,496 options (each option shall be exercisable into one equity share of INR 10 each) to be created ("**10% ESOP Pool**"), which shall be equivalent to 10% of the total issued share capital of the Company on a fully diluted basis, i.e., 8,84,972 equity shares of face value INR 10 each (which takes into consideration the issuance of 88,496 equity shares upon exercise of options)

Registered Office:

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

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- Of the aforesaid 10% ESOP pool:
 - One-half of the 10% ESOP Pool will be allocated for the proposed identified Chief Executive Officer of the Company as approved by the Board ("**5% CEO Allocation**"); and
 - The remaining half will be allocated for the other eligible employees of the Company ("**5% Scapic Employees Allocation**").
- If and when the Company receives further funding over and above the initial funding of INR 120 crores (approx. USD 15mn) (in one or more funding rounds), anti-dilution protection will be available in respect of the 5% CEO Allocation up to a maximum of 1% of the issued capital at the relevant time of such dilution event (on a fully diluted basis), calculated on a cumulative basis for all funding rounds, to maintain the CEO's allocated pool of up to 5% of the total issued share capital of the Company on a fully diluted basis.

RESOLVED THAT the consent of the Shareholders be and is hereby accorded to authorize the Board to create, offer and grant from time to time up to **88,496** Employee Stock Options ("**ESOPs/Options**") to such persons who are: (a) permanent employee of the Company, its holding company and subsidiary companies whether working in India or outside India, or (b) a director (whether or not a whole time director) of the Company, its holding company and subsidiary, but not including:

- (i) employee who is a promoter or a person belonging to the promoter group, or
- (ii) director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company or
- (iii) independent director.

(hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the SSOP 2023, exercisable into not more than **88,496** fully paid-up equity shares in the Company ("**Scapic ESOP Share Maximum**") in aggregate of face value of **INR 10/-** each, at such price or prices, in one or more tranches and 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.

RESOLVED FURTHER THAT, the Board for this purpose be and is hereby authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the SSOP 2023 and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its discretion deem fit, for the purpose of adopting and implementing the SSOP 2023, including determining the detailed terms and conditions of the

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SSOP 2023, quantum of stock options to be granted, vesting period and conditions, exercise price and vesting period, instances where the options shall lapse and such other terms and conditions as set out in the **SSOP 2023** and as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT, the Board of the Company will have general powers to administer the SSOP 2023 viz modify, change, vary, alter, amend (including to make necessary adjustments in case of rights issue and other corporate actions), grant of ESOPs, cancel the ESOPs, or impose restrictions on disposal or transfer of shares acquired pursuant to exercise of ESOPs, subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the SSOP 2023 and do all other things incidental and ancillary thereof, save and except:

- (i) Increase or decrease the Scapic ESOP Share Maximum;
- (ii) Make any significant changes in SSOP 2023; and
- (iii) Change/ modify / alter the Key Parameters of SSOP 2023,

which would be subject to applicable law and require the necessary prior approval(s) as per the internal corporate governance and policies applicable to the Company from time to time including but not limited to approval(s) of Flipkart Private Limited Compensation and Nomination Committee and / or Board of Flipkart Private Limited.

RESOLVED FURTHER THAT, the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, including appointing advisors, consultants or representatives, being incidental to the effective implementation and administration of SSOP 2023 as also to file any documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT, the Board be and is hereby further authorized to: (a) delegate any and all of the powers herein to any committee of the Board, and (b) authorise any two Directors to represent the Company for carrying out any or all of the activities that the Board is authorised to do, for the purpose of giving effect to this resolution.

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.”

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ITEM NO 2

GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES), IF ANY, AND THE HOLDING COMPANY OF THE COMPANY UNDER SSOP 2023:

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

RESOLUTION NO: 2

“RESOLVED THAT, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (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 such other 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 (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board may constitute to exercise its powers, including the powers, conferred by this resolution), approval and consent of the shareholders of the Company ("**Shareholders**") be and is hereby accorded to extend the '**Scapic Innovations Private Limited Employee Stock Option Plan 2023**' ("**SSOP 2023**") to:

(a) permanent employee of the Company's holding company and subsidiary companies (existing, if any, and future), whether working in India or outside India,

(b) director (whether or not a whole-time director) of the Company's holding company and subsidiary (collectively, the "**Employees**"), excluding:

(i) employee who is a promoter or a person belonging to the promoter group,

(ii) director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, or

(iii) independent director.

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded to authorize the Board to create, offer and grant from time to time, Employee Stock Options ("**ESOPs**") to the Employees as may be decided solely by the Board under the SSOP 2023, at such price or prices, in one or more tranches and 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.

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RESOLVED FURTHER THAT, the Board for this purpose be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the SSOP 2023 and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

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**

Sandeep Sambhu Srithodi
Director

DIN: 09060212

Address: #SA26 Sowparnika, Chandrakantha Phase 1,
Chambenahalli, Dommasandra, Anekal,
Bengaluru – 562125, Karnataka.

Date: 21st August 2023

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 and General Circular no. 11/2022 dated 28th December, 2022, 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
11. Members can join the meeting through VC by logging into the below link meet.google.com/pnc-qeyi-wpy 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

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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 and General Circular no. 11/2022 dated 28th December, 2022, 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. 11/2022 dated 28th December 2022, has allowed Companies to hold Extra-ordinary general meeting via VC /OAVM till 30th September 2023.

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

Sandeep Sambhu Srithodi

Director

DIN: 09060212

Address: #SA26 Sowparnika, Chandrakantha Phase 1,
Chambenahalli, Dommasandra, Anekal,
Bengaluru – 562125, Karnataka.

Date: 21st August 2023

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 & 2

APPROVAL FOR SCAPIC INNOVATIONS PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2023; AND GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY, ITS SUBSIDIARY COMPANIES (IF ANY) AND THE HOLDING COMPANY:

With the objective of advancing the interest of the stakeholders of the Company by enhancing the Company's ability to attract, retain and motivate persons who are expected to make important contributions to the Company and by providing such persons with equity ownership opportunities and performance-based incentives that are intended to align their interests with those of the Company, the Company intends to adopt and implement the "**Scapic Innovations Private Limited Employee Stock Option Plan 2023**" ("**SSOP 2023**") with a view to attract and retain key talents working with the Company and its subsidiary company(ies), if any, and the holding company, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the members in respect of SSOP 2023 and for grant of Options to the eligible Employees of the Company, or of its subsidiary company(ies), if any, and the holding company (as identified below), as may be decided by Board and / or the committee which the Board has constituted for this purpose ("**Committee**") from time to time in due compliance with the Companies, Act, 2013 (including Rules framed thereunder), and other applicable laws and regulations.

A draft copy of the SSOP 2023 will be open for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

A. Key Parameters of SSOP 2023:

- Company's ESOP pool of 88,496 options (each option shall be exercisable into one equity share of INR 10 each) to be created ("**10% ESOP Pool**"), which shall be equivalent to 10% of the total issued share capital of the Company on a fully diluted basis, *i.e.*, 8,84,972 equity shares of face value INR 10 each (which takes into consideration the issuance of 88,496 equity shares upon exercise of options)
- Of the aforesaid 10% ESOP pool:
 - One-half of the 10% ESOP Pool will be allocated for the proposed identified Chief Executive Officer of the Company as approved by the Board ("**5% CEO Allocation**"); and
 - The remaining half will be allocated for the other eligible employees of the Company ("**5% Scapic Employees Allocation**").

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- If and when the Company receives further funding over and above the initial funding of INR 120 crores (approx. USD 15mn) (in one or more funding rounds), anti-dilution protection will be available in respect of the 5% CEO Allocation up to a maximum of 1% of the issued capital at the relevant time of such dilution event (on a fully diluted basis), calculated on a cumulative basis for all funding rounds, to maintain the CEO's allocated pool of up to 5% of the total issued share capital of the Company on a fully diluted basis.

B. The total no. of Options to be granted:

88,496 Options would be available for grant to the eligible Employees, in aggregate under SSOP 2023, in one or more tranches exercisable into not exceeding **88,496** equity shares in aggregate in the Company of face value of INR 10/- each fully paid-up.

C. Identification of classes of Employees entitled to participate in the SSOP 2023:

Following class / classes of employees are entitled to participate in SSOP 2023:

- (a) a permanent employee of the Company (working in India or outside India),
- (b) a director (whether or not a whole-time director but excluding an independent director) of the Company,
- (c) an employee or director as defined in (a) and (b) above of a subsidiary company or a holding company, whether in India or outside India.

Following class / classes of employees are not eligible:

- (a) an employee who is a Promoter or belongs to the Promoter Group,
- (b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company,
- (c) an independent director.

D. The appraisal process for determining the eligibility of Employees to the SSOP 2023:

The appraisal process for determining the eligibility of the Employees will be decided by the Board and/ or the Committee from time to time.

The eligible employees would be granted Options under the SSOP 2023 based on various parameters such as grade, performance rating, period of service, rank or designation and such other parameters as may be decided by the Board and/ or the Committee from time to time.

E. The requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of each grant under the SSOP 2023, so long as an employee continues to be in the employment of the Company or the subsidiary company or the holding company, as the case may be. The Board and/or the Committee may, at its discretion, lay down certain conditions and performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such conditions and

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performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

F. The maximum period within which the Options shall be vested:

Options granted under SSOP 2023 would vest in accordance with the terms of each grant as determined by the Board and/or Committee.

G. The exercise price or the formula for arriving at the same:

The exercise price per Option shall not be less than the face value of equity share and shall be decided by the Board and/ or the Committee.

H. The exercise period and process of exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period as prescribed under the SSOP 2023. The procedure for exercise of vested Option shall be determined by the Board/Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

I. The lock-in period, if any:

The Shares issued upon Exercise of Options shall be subject to a lock-in period, if any, in accordance with the applicable regulations. This shall be decided by the Board from time to time.

J. The maximum number of Options to be granted per Employee and in aggregate:

The number of Options that may be granted to any specific Employee of the Company or of its subsidiary company or the holding company under the SSOP 2023 shall be determined by the Board from time to time.

In any event if the grant of options to any identified employee/s equals to or exceeds 1% of the issued capital of the Company during any financial year, then, approval from the shareholders will be obtained by way of a separate resolution.

K. The method which the Company shall use to value its Options:

The Company shall value its options using Black Scholes valuation model in case of time-based options. In case of market conditions based vesting for options, Monte Carlo simulation will be used.

L. The conditions under which Option vested in Employees may lapse:

The Options vested in Employees may lapse in accordance with the conditions laid down in the SSOP 2023.

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M. The specified time period within which the Employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of employee:

In the event of a proposed termination of employment or resignation of an employee, the vested Options shall be exercised in the manner provided in the SSOP 2023.

N. A statement to the effect that the company shall comply with the applicable accounting standards:

The Company shall account for these options under Ind-AS 102 (Share Based Payments) as notified under Section 133 of the Companies Act, 2013.

O. Changes to the SSOP 2023:

Any:

- (i) increase or decrease in the Scapic ESOP Share Maximum,
- (ii) any significant changes in SSOP 2023; and
- (iii) changes/ modifications / alteration to the Key Parameters of SSOP 2023

will be subject to applicable law and require prior approval(s) as per the applicable corporate governance policies from time to time including but not limited to approval(s) of FKS CNC and /or the FKS Board (defined above in the 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, have any concern or interest, financial or otherwise in the proposed business.

The Board recommends the Resolutions at Item Nos. 1 and 2 of this Notice, for approval of the Shareholders by way of ordinary resolution.

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

Sandeep Sambhu Srithodi
Director

DIN: 09060212

Address: #SA26 Sowparnika, Chandrakantha Phase 1,
Chambenahalli, Dommasandra, Anekal,
Bengaluru – 562125, Karnataka.

Date: 21st August 2023

Place: Bengaluru

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SCAPIC INNOVATIONS PRIVATE LIMITED

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
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 day, _____ 2023 at _____ A.M.at a shorter notice or any adjournment thereof.

For,.....

Authorised Signatory

.....

Date :

Registered Office:

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Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103
e-mail: regulatory@flipkart.com

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