

**NOTICE OF 14<sup>th</sup> (FOURTEENTH) ANNUAL GENERAL MEETING**

Notice is hereby given that the 14<sup>th</sup> (Fourteenth) Annual General Meeting of Snapdeal Private Limited ("The Company") will be held on Thursday the 12<sup>th</sup> day of August, 2021 at 11.00 A.M. at the registered office of the Company at SproutBox Suryavillas, Suite #181- TR-4, First Floor, D-181, Okhla Industrial Area, Phase 1, New Delhi 110020, to transact the following businesses:

**ORDINARY BUSINESSES:-**

**1. ADOPTION OF FINANCIAL STATEMENTS, AUDITORS REPORT & DIRECTORS REPORT FOR THE FINANCIAL YEAR 2020-21**

To receive, consider and adopt the Standalone and Consolidated Financial Statements for the Financial Year 2020-21 of the Company, together with the Reports of the Auditors and Directors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Standalone and Consolidated Financial Statements for the year ended March 31, 2021 and the schedules and notes to accounts forming part of the financial statements together with the reports of the Board of Directors and Auditors thereon as placed before the Board, be and are hereby considered and adopted."

**2. TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

To consider and approve the appointment of the Statutory Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder the consent of Shareholders of the Company be and is hereby accorded for the appointment of S.R. Batliboi & Associates, LLP, Chartered Accountants (ICAI Firm Registration Number 101049W/E300004) as the statutory auditors of the Company for a period of five (5) years from the conclusion of the ensuing 14th (fourteenth) Annual General Meeting ('AGM') till the conclusion of the 19th (nineteenth) AGM of the Company on such remuneration as may be mutually decided between Mr. Kunal Bahl, Mr. Rohit Kumar Bansal, Directors of the Company and the said Auditors.

**RESOLVED FURTHER THAT** Mr. Kunal Bahl and Mr. Rohit Kumar Bansal, Directors and Ms. Roshni Tandon, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and thing(s) which are necessary to give effect to the aforesaid resolution and to sign and file necessary intimation(s)/e-forms as may be required, with the Registrar of Companies /Ministry of Corporate Affairs (MCA)."

**SPECIAL BUSINESS:-**

**3. TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and approve increase in authorised share capital of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force and the rules made thereunder and subject to provisions of Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from INR 15,00,00,000 (Rupees Fifteen Crores) to INR 16,08,48,200 (Rupees Sixteen Crores Eight Lacs Forty Eight Thousand Two Hundred only) by creation of 1,08,48,200 (One Crore Eight Lacs Forty Eight Thousand Two Hundred) additional equity shares of INR 1 (Rupee One) each.

**RESOLVED FURTHER** that the existing Clause V of the Memorandum of Association be and is hereby accordingly altered and substituted by the following new clause V:

V. The Authorised Share Capital of the Company is INR 16,08,48,200/- (Rupees Sixteen Crores Eight Lakhs Forty Eight Thousand Two Hundred Only) divided into:

- a) 10,00,00,000 (Ten Crores) Equity shares of INR 1/- (Rupee One) each;
- b) 20,000 (Twenty Thousand) compulsory convertible cumulative Series A preference shares of INR 10/- (Rupees Ten Only) each.
- c) 25,000 (Twenty Five Thousand) compulsory convertible cumulative Series B preference shares of INR 10/- (Rupees Ten Only) each.
- d) 25,000 (Twenty Five Thousand) compulsory convertible cumulative Series C preference shares of INR 10/- (Rupees Ten Only) each.
- e) 25,000 (Twenty Five Thousand) compulsory convertible cumulative Series D preference shares of INR 100/- (Rupees One Hundred Only) each.
- f) 25,000 (Twenty Five Thousand) compulsory convertible cumulative Series E preference shares of INR 100/- (Rupees One Hundred Only) each.
- g) 3,000 (Three Thousand) compulsory convertible cumulative Series E1 preference shares of INR 100/- (Rupees One Hundred Only) each.
- h) 34,500 (Thirty Four Thousand Five Hundred) compulsory convertible cumulative Series F preference shares of INR 100/- (Rupees One Hundred Only) each.
- i) 80,000 (Eighty Thousand) compulsory convertible cumulative Series G preference shares of INR 100/- (Rupees One Hundred Only) each.
- j) 20,000 (Twenty Thousand) compulsory convertible cumulative Series H preference shares of INR 100/- (Rupees One Hundred Only) each.
- k) 4,00,000 (Four Lakh) compulsory convertible cumulative Series I preference shares of INR 100/- (Rupees One Hundred Only) each.
- l) 1,05,000 (One Lakh Five Thousand) compulsory convertible cumulative Series J preference shares of INR 10/- (Rupees Ten Only) each.
- m) 17,410 (Seventeen Thousand Four Hundred and Ten) compulsory convertible cumulative Series J1 preference shares of INR 20/- (Rupees Twenty Only) each.

**RESOLVED FURTHER** that Mr. Kunal Bahl, Mr. Rohit Kumar Bansal, Directors and Ms. Roshni Tandon, Company Secretary of the company be and are hereby authorized, severally, to sign, execute and file the required forms and documents with the Registrar of Companies, to exercise such powers, and to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

By the order of the Board

**For SNAPDEAL PRIVATE LIMITED**

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**Roshni Tandon**  
**(Company Secretary)**  
ACS21150  
H-1/9 IInd Floor  
Malviya Nagar  
New Delhi -110017

Place: Delhi  
Date: July 20, 2021

**NOTES:**

1. A SHAREHOLDER ENTITLED TO ATTEND THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF, AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. THE PROXY FORM IN THE PRESCRIBED FORMAT MGT-11 IS ATTACHED FOR DOING THE NEEDFUL, IF REQUIRED.
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/ authorization letter, authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory statement as required under section 102 of the Companies Act, 2013 in respect of Special Business under item no. 3 is annexed.
4. Members are requested to notify any change in their address/ mandate/ other details immediately to the Company at its registered office.
5. The documents, if any referred to in the resolution mentioned are available for inspection during 10.00 a.m. to 1.00 p.m. up to the Meeting except holidays at the Registered Office of the Company and copies thereof shall also be made available for inspection at the venue of Meeting.
6. Route map to the venue of the meeting is annexed.

By the order of the Board  
For **SNAPDEAL PRIVATE LIMITED**

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**Roshni Tandon**  
**(Company Secretary)**  
ACS21150  
H-1/9 IInd Floor  
Malviya Nagar  
New Delhi -110017

Place: Delhi  
Date: July 20, 2021

**Explanatory Statements**

(Pursuant to Section 102(1) of the Companies Act, 2013)

**Item No. 3:**

The Company proposes to increase the Authorised Share Capital of the Company from INR 15,00,00,000 (Rupees Fifteen Crores) to INR 16,08,48,200 (Rupees Sixteen Crores Eight Lacs Forty Eight Thousand, Two Hundred only) by creation of 1,08,48,200 (One Crore Eight Lacs Forty Eight Thousand, Two Hundred) additional equity shares of INR 1 (Rupee One) each for facilitating the listing of shares of the Company at stock exchanges in future and/or raise more capital to support the operations of the Company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

Your Directors recommend the resolution as set out at Item No. 3 for the approval of shareholders.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding, if any in the Company.

By the order of the Board

**For SNAPDEAL PRIVATE LIMITED**

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**Roshni Tandon**  
**(Company Secretary)**  
ACS21150  
H-1/9 IInd Floor  
Malviya Nagar  
New Delhi -110017

Place: Delhi

Date: July 20, 2021

**ATTENDANCE SLIP**

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the 14<sup>th</sup> Annual General Meeting of Financial Year 2020-21 of Snapdeal Private Limited scheduled to be held at 11.00 A.M. on Thursday, the 12<sup>th</sup> day of August, 2021 at the registered office of the Company at SproutBox Suryavillas, Suite #181- TR-4, First Floor, D-181, Okhla Industrial Area, Phase 1, New Delhi 110020.

Name of the member	Registered Folio No.
	No. of Shares held

Name of Proxy/ Authorised Representative (in block letters)

(To be filled in, if the Proxy attends instead of the Members)

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Member's/Proxy's Signature

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**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72300DL2007PTC168097

Name of the Company: Snapdeal Private Limited

Registered office: SproutBox Suryavillas, Suite #181- TR-4, First Floor, D-181, Okhla Industrial Area, Phase 1, New Delhi 110020

Name of the Member(s):
Registered address:
E-mail Id:

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14<sup>th</sup> Annual General Meeting of members of the Company, to be held on Thursday, August 12, 2021 at 11.00 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Financial Statements, Auditors Report and Directors Report of the Company for Financial Year 2020-21.
2. To consider and approve appointment of the Statutory Auditors of the Company.
3. To consider and approve increase in authorized share capital of the Company.

Signed this .... day of ..... 2021

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

