

Date: 26th September 2024

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT ELVENTH (11th) ANNUAL GENERAL MEETING OF THE MEMBERS OF GADGETWOOD ESERVICES PRIVATE LIMITED (“THE COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, 27th SEPTEMBER 2024 AT 1:30 PM (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, BELLANDUR, BENGALURU SOUTH BENGALURU-560103.

Ordinary Business:

Item no.1

To receive, consider and adopt the standalone audited Financial Statements of the Company for the financial year ended 31st March 2024, 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 standalone audited financial statements of the Company for the financial year ended 31st March 2024 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.”

Special Business:

ITEM NO. 2

REGULARIZATION OF NITESH AGARWAL (DIN: 10682674) AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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. Nitesh Agarwal, Director (DIN:

Gadgetwood Eservices Private Limited

Registered office Address: Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer Ring Road, Devarabeesanahalli Village, Bellandur, Bangalore South Bangalore-560103.

CIN No.: U52390KA2013PTC178615

Email: regulatory@flipkart.com



10682674), who was appointed as an Additional Director (Non- Executive) by the Board with effect from 28th June 2024, 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, 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. 3

REGULARIZATION OF AKHIL GOEL (DIN: 10353574) AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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. Akhil Goel (DIN: 10353574), who was appointed as an Additional Director (Non- Executive) by the Board with effect from 18th October 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, 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.”

By Order of the Board of Directors
For **Gadgetwood Eservices Private Limited**

Akhil Goel
Director
DIN: 10353574
Address: H. No. C-110, Mianwali Colony,
Sadar Bazar, Gurgaon-122001, Haryana

Date: 26th September 2024
Place: Bengaluru

Gadgetwood Eservices Private Limited

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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 Annual General Meeting is annexed hereto.
3. The meeting is being held pursuant to 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, and General Circular no. 02/2022 dated 05 May, 2022, General Circular no. 11/2022 dated 28th December 2022 and General Circular no. 09/2023 dated 25th September 2023 wherever applicable, by the Ministry of Corporate Affairs (“MCA”) which have permitted the Companies to hold the Annual General Meeting (“AGM”) through Video Conference / Other Audio-Visual Means, without the physical presence of the Members at a common venue.
4. 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, body corporate member of the Company can appoint representatives for the purpose of exercising the rights at the meeting held through VC or OAVM.
5. 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.
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. 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 pooja.vk@flipkart.com.
9. 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.
10. Login to the meeting through VC/OAVM shall start 15 mins before the scheduled time of the meeting.
11. 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
12. Members can join the meeting through VC by logging into the below link: meet.google.com/gpr-qwyf-zoa in case of any concern in joining the VC meeting you are requested to reach out to Pooja VK Contact no: 9886242233

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13. 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.
14. 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.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the Members at the Annual General Meeting.
16. All documents mentioned in this notice and explanatory statement are available for inspection during 9.00 am to 6:00 pm on all business days and at the Annual General Meeting and electronically at during the meeting.

By Order of the Board of Directors
For **Gadgetwood Eservices Private Limited**

Akhil Goel

Director

DIN: 10353574

Address: H. No. C-110, Mianwali Colony,
Sadar Bazar, Gurgaon-122001, Haryana

Date: 26th September 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.: 2

APPOINTMENT OF MR. NITESH AGGARWAL (DIN: 10682674) AS A DIRECTOR OF THE COMPANY.

Mr. Nitesh Aggarwal (DIN: 10682674) 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.28th June 2024.

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.

Hence the Board of Directors at their meeting held on 24th September 2024 have recommended to the members of the Company the appointment of Mr. Nitesh Aggarwal (DIN: 10682674) as a Director (Non-executive) of the Company.

Brief profile of Mr. Nitesh Aggarwal (DIN: 10682674) is as under:

Age	36 years
Qualification	Chartered Accountant
Experience	11.5 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	28 th June 2024 (as Additional Director)
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2024)	0
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Directorship:</u> 1. <u>Flipkart Health Limited</u> 2. <u>Jade Eservices Private Limited</u> <u>Membership/ Chairmanship of Committees of other Boards: Nil</u>

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. Nitesh Aggarwal (DIN: 10682674) who is deemed interested in this resolution.

ITEM NO.: 3

APPOINTMENT OF MR. AKHIL GOEL (DIN: 10353574) AS A DIRECTOR OF THE COMPANY.

Mr. Akhil Goel (DIN: 10353574) 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. 18th October 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.

Hence the Board of Directors at their meeting held on 30th May 2024 have recommended to the members of the Company the appointment of Mr. Akhil Goel (DIN: 10353574) as a Director (Non-executive) of the Company.

Brief profile of Mr. Akhil Goel (DIN: 10353574) is as under:

Age	44 years
Qualification	Chartered Accountant
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 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	18 th October 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 2024)	2
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Directorship:</u> ANS Digital Private Limited

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	<u>Membership/ Chairmanship of Committees of other Boards: Nil</u>
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Your Board recommends passing the resolution set out in Item No. 3 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. Akhil Goel (DIN: 10353574) who is deemed interested in this resolution.

By Order of the Board of Directors
For **Gadgetwood Eservices Private Limited**

Akhil Goel
Director
DIN: 10353574
Address: H. No. C-110, Mianwali Colony,
Sadar Bazar, Gurgaon-122001, Haryana

Date: 26th September 2024
Place: Bengaluru

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On the letter head of shareholder

Consent by Members for Shorter Notice

(Pursuant to Section 101 & 136 of the Companies Act, 2013)

To,
The Board of Directors
Gadgetwood Eservices Private Limited
CIN: U52390KA2013PTC178615
Buildings Alyssa, Begonia & Clover,
Embassy Tech Village, Outer Ring Road,
Devarabeesanahalli Village Bellandur,
Bangalore South, Bangalore-560103.

We/I, -----, having our registered office at -----holding -----
-----Equity shares of Rs.-----/- each in the Company in our/my own name, hereby give consent
pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting (“AGM”)
of the Company on -----day, -----at -----(IST) at shorter notice.

We/I further approve to circulate the Financial Statements of the Company for the financial year ended
March 31, 2024, for less than twenty one (21) days as required under the provisions of Section 136 of
the Companies Act, 2013.

For _____

Authorized Signatory

Date:

Gadgetwood Eservices Private Limited

Registered office Address: Buildings Alyssa, Begonia & Clover, Embassy Tech Village, Outer
Ring Road, Devarabeesanahalli Village, Bellandur, Bangalore South Bangalore-560103.

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