

**NOTICE OF THE 7<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventh Annual General Meeting of the Members of Connect India E-Commerce Services Private Limited will be held at shorter notice on Thursday, 30<sup>th</sup> December, 2021 at 3:00 PM (IST) via Video Conference to transact the following business:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 (i.e. period starting from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021) and the Reports of the Board of Director's and Auditor's thereon.
2. To appoint M/s. MSKA & Associates as Statutory Auditors of the Company for a period of five years from the Financial Year 2021-22 to 2025-26.

To consider, and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Reg No: 105047W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 7<sup>th</sup> Annual General Meeting till the conclusion of the 12<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be decided by the Board in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**Connect India E-Commerce Services Pvt. Ltd.**

Regd. Office: F-5 Ground Floor, Kailash Colony, New Delhi 110048. | Tel: +91 11 4173 0252 +91 11 4173 0540  
Head Office: K N B Mansion, 2nd Floor, 191 Double Road, Indiranagar II Stage Bangalore 560038 Karnataka, India  
Tel: +91 80 41256644 Website: [www.connectindia.com](http://www.connectindia.com) CIN: U72200DL2014PTC270256

**SPECIAL BUSINESS:**

3. To regularize the appointment of Mr. Chikkamavathur Kalappa Gopalakrishna (DIN: 03221624) as Non-Executive & Independent 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 and 152 of the Companies Act, 2013 (the "Act") read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chikkamavathur Kalappa Gopalakrishna (DIN: 03221624), Independent Director of the Company whose period of office is liable to expire on December 21, 2021 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment under the provisions of the Companies Act, 2013 Rules made thereunder, the approval of the Members be and is hereby accorded to appoint Mr. Chikkamavathur Kalappa Gopalakrishna (DIN: 03221624), as Non-executive Independent Director of the Company on the Board of Directors of the Company to hold office for a term up to two years effect from the date of ensuing Annual General Meeting i.e. upto 29<sup>th</sup> December 2023 subject to review of annual performance.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.

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**RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorized to digitally sign and submit all necessary Statutory Forms electronically including with the Registrar of Companies, Hyderabad as per the requirement under the Companies Act, 2013.”

**By the order of the Board**

**For Connect India E-Commerce Services Private Limited**



**Himanshu Gupta**

**CFO (KMP)**

**(PAN: AFFPG8601P)**

**Date: 24<sup>th</sup> December, 2021**

**Place: Bangalore**

**Registered Office:**

**F-5, Ground Floor,**

**Kailash Colony, New Delhi,**

**South Delhi, 110048, India**

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**NOTES:**

1. The Ministry of Corporate Affairs (MCA) has permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, the 7<sup>th</sup> AGM of the Company is being convened and conducted through VC without the physical presence of Members at a common venue.
2. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by member in accordance with Section 109 of the Companies Act, 2013. In case a poll is demanded, then the members shall cast their vote through an email and their vote shall be sent to [secretarial@connectindia.com](mailto:secretarial@connectindia.com).
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special business under Item Nos. 3 of the Notice is annexed hereto.
4. As per the provisions under the MCA Circulars, Members attending the 7<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate Members intending to send their authorized representatives to attend the AGM are required to send a duly certified scanned copy of their Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the AGM by e-mail to [secretarial@connectindia.com](mailto:secretarial@connectindia.com).
6. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 7<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 7<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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7. In line with the MCA Circulars, the notice of the 7th AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company.

8. Members may please note that this Notice will also be available on the Company's website.

9. The scanned copy of the following documents will be available for inspection by the Members electronically during the 7th AGM. Members seeking to inspect such documents can send an email to [secretarial@connectindia.com](mailto:secretarial@connectindia.com).

Register of Members, Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested maintained under the Companies Act, 2013.

11. As the 7th AGM is being held through VC, the route map is not annexed to this Notice.

**Instructions for attending the AGM through VC:**

1. The VC facility for joining the AGM shall be kept open for the members from 2:45 PM IST i.e. 15 minutes before the scheduled time for commencement of the AGM and the Company shall close the window for joining the facility 15 minutes after schedule time to start the 7th AGM.

2. Members will be required to grant access to the web-cam to enable two-way video conferencing.

3. Members who may require any technical assistance or support before or during the AGM are requested to contact Mr. Turangi Soma Sekhar at 9177893326 or write at [soma.sekhar@connectindia.com](mailto:soma.sekhar@connectindia.com)

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**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF  
THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned in Item no. 3 & Item no. 4 of the accompanying notice of the meeting of the shareholders of the Company.

**Item No. 3**

The Board of Directors of the Company, by passing circular resolution on 06<sup>th</sup> September, 2021, appointed Mr. Chikkamavathur Kalappa Gopalakrishna as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. September 10, 2021, whose period of office is liable to expire on the date of 7<sup>th</sup> Annual General Meeting.

Appointment of Mr. Chikkamavathur Kalappa Gopalakrishna as a Director and continuing to hold the office of Director shall be effective upon approval by the Members in the Meeting.

In this regard, the Members may regularize the appointment of Mr. Chikkamavathur Kalappa Gopalakrishna (DIN 03221624) as Non-Executive & Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

Yours Directors recommend the resolution for your approval as the Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

**By the order of the Board**

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*Distribution Revolution*

**For Connect India E-Commerce Services Private Limited**

**Himanshu Gupta**

**CFO (KMP)**

**(PAN: AFFPG8601P)**

**Date: 24<sup>th</sup> December, 2021**

**Place: Bangalore**

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