

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF CONNECT INDIA E-COMMERCE SERVICES PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 04TH AUGUST, 2023 AT 11:00 A.M. THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

(i) Shifting of the Registered Office of the Company:

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

"RESOLVED THAT pursuant to Sections 12(5), 13(4) & (5) of Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and approval of Regional Director, North Region, Delhi and any other authority as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modifications, re-enactments or amendment thereof, the consent of Members of the Company be and is hereby accorded for shifting of the registered office of the Company from the "National Capital Territory of Delhi to the State of Karnataka" and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. *"The Registered Office of the Company will be situated in the State of Karnataka"*

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective and post obtaining approval from the Regional Director, North Region the registered office of the Company be shifted from the National Capital Territory of Delhi to the State of Karnataka i.e, from F-5, Ground Floor Kailash Colony New Delhi South Delhi DL 110048 IN to Dreamland Venture, 3rd Floor, No. 40, 6th Sector, 12th Main, Near BDA Complex, HSR Layout, Bangalore 560102.

RESOLVED FURTHER THAT any of the Directors, CEO and CFO of the Company be and are hereby jointly or severally authorized to take such steps and action as may be deemed necessary including filing of petition/application under section 13(4) of the Companies Act, 2013 with the Regional Director, North Region and/or any other authority and to sign such other forms, papers, affidavits, deeds, documents, letters etc., as it may deem necessary to give effect to the aforesaid resolution.

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: 16/1, Wings, 1st Floor Cambridge Road, Ulsoor, Bangalore, Karnataka, 560008.

Tel: +91 80 41256644 Website: www.connectindia.com CIN: U72200DL2014PTC270256



**For and on behalf of the Board of Directors of
Connect India E-Commerce Services Private Limited**



Himanshu Gupta
CFO (KMP)
(PAN: AFFPG8601P)

Date: 13th July, 2023
Place: Bengaluru

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

Item No.1:

As Members are aware, current Registered Office of the Company is situated in the National Capital Territory of Delhi and Corporate Head Office is in the State of Karnataka. In order to achieve operational and administrative efficiency and economies of scale, the Company is planning to shift its Registered Office to Dreamland Venture, 3rd Floor, No 40, 6th Sector, 12th Main, Near BDA Complex, HSR Layout, Bangalore 560102.

In terms of the provisions of Section 12(5), 13(4) & (5) and other applicable provisions of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014, the shifting of registered office of the Company from one state to another requires approval of the members by way of special resolution which is subject to the approval of the Regional Director.

Your Directors, therefore, recommend the resolution set out at item 1 to be passed as a special resolution.

None of the Directors of the Company and their relatives, in any way, are concerned or interested in the said resolution.



Notes:

1. Ministry of Corporate Affairs (MCA) vide General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 03/2022 dated 05th May, 2022 (collectively "MCA Circulars"), permitted companies to conduct Extra Ordinary General Meeting ("EGM") 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 EGM of the Company is being convened and conducted through VC.
2. A Corporate Member shall be deemed to be personally present only if it is represented in accordance with section 113 of the Companies Act, 2013 i.e. only if the corporate member sends certified true copy of the board resolution/ authority letter authorizing the representative for participation in the EGM through VC facility and voting during the EGM.
3. As per the provisions under the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In line with the MCA Circulars, the notice of the EGM along with all the other documents are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company. Members may please note that this Notice and all other documents will also be available on the Company's website.
6. Members who need assistance in connection with using the technology before or during the EGM, may reach out to the CFO at himanshu.gupta@connectindia.com.
7. An Explanatory Statement as required pursuant to the provision of Section 102 of the Companies Act, 2013 for the item is annexed herewith and forms part of this notice.
8. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

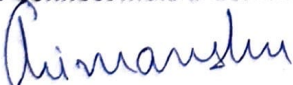


9. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 2 days prior to the date of the EGM at himanshu.gupta@connectindia.com .
10. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to himanshu.gupta@connectindia.com duly quoting his Folio number and e-mail ID.
11. Kindly register your email address and contact details with us, by writing to us addressed at our Registered Office or at our e-mail ID to himanshu.gupta@connectindia.com This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible

Instructions for attending the EGM through VC:

1. Members can attend the EGM through the Meeting ID which shall be shortly.
2. Members are requested to ensure that the internet speed is good to avoid any disturbance during the meeting.
3. Members are requested to grant access to webcam to enable two-way VC.
4. The VC facility for joining the EGM shall be open for the Members from 10:45 A.M. (IST), i.e. 15 minutes before the scheduled time for commencement of the EGM. This window will close by 11:15 A.M. (IST), i.e. 15 minutes after the scheduled time to start the EGM.
5. Members who need assistance in connection with using the technology before or during the EGM, may reach out at himanshu.gupta@connectindia.com .

For Connect India E-Commerce Services Private Limited


Himanshu Gupta
CFO (KMP)
(PAN: AFFPG8601P)

Date: 13th July, 2023
Place: Bengaluru