

**Fashnear Technologies Private Limited**

CIN: U74900KA2015PTC082263

Registered office: Office Number 06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur Village, Varthur Hobli, Bengaluru, Karnataka-560103

Phone: +91-9606441771

adminsupport@meesho.com

www.meesho.com

**NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting of the members of FASHNEAR TECHNOLOGIES PRIVATE LIMITED will be held at shorter notice on Tuesday, 20<sup>th</sup> April 2021 at 4:00 p.m. at the registered office of the Company at 06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103 to transact the following business:

**SPECIAL BUSINESS:****INVESTMENT OF SURPLUS FUNDS OF THE COMPANY**

To pass the following resolution as special resolution with or without modifications:

**“RESOLVED THAT** in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with relevant rules thereunder and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), consent of the Company be and hereby accorded to the Board of Directors (hereinafter referred to as “the Board”,) to invest surplus of the Company from time to time, in excess of limits specified in Section 186 of the Companies Act, 2013 in the following manner:

Name of the Investee Body Corporate	Nature of Investment	Maximum amount to be Invested	Purpose of Investment
Mutual Funds and other Investments	Fixed deposits with Banks, Bank CDs, Debt instruments, units of mutual funds schemes	Rs. 1600 crore	Surplus Funds.

**RESOLVED FURTHER THAT** the Board of Directors of the Company of the company be and is hereby authorized to do all such acts, matters, deeds and things and take necessary steps and actions and give such directions and delegate such authorities, as it may be necessary to give effect to this resolution.

**APPROVAL TO CONTRIBUTE TO BONAFIDE AND CHARITABLE FUNDS**

To pass the following resolution as ordinary resolution with or without modifications:

**“RESOLVED THAT** pursuant to Section 181 of the Companies Act, 2013, consent of the Company be and hereby accorded to the Board of Directors for making contributions or donations to any bonafide charitable funds or trust in India for an amount that may exceed five per cent. of its average net profits for the three immediately preceding financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company of the company be and is hereby authorized to do all such acts, matters, deeds and things and take necessary steps and actions and give such directions and delegate such authorities, as it may be necessary to give effect to this resolution.”

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BY ORDER OF THE BOARD  
FOR FASHNEAR TECHNOLOGIES PRIVATE LIMITED



(VIDIT AATREY)

Director

DIN: 07248661

Date: 7th April, 2021

Place: Bangalore

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**NOTES:**

1. In terms of Section 113 of the Companies Act, 2013, a body corporate whether a company within the meaning of the Act or not, which is a member of this Company, may by a resolution of its Board, authorize such person as it thinks fit to act as representative at any meeting of the Company and a person so authorised shall be entitled to exercise the same powers on behalf of the Company which he represents, as if he is an individual shareholder of the Company.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member.
3. The instrument appointing the proxy (Form MGT 11)/Board resolution with Authorised Representative in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company atleast 48 hours before the commencement of the Extra Ordinary General Meeting.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote
6. Members are requested to send their queries at least 3 days before the date of meeting so that information can be made available at the meeting.
7. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all workings days, except Bank holidays, Saturdays and Sundays from 11 am to 1 pm upto the date of the meeting and will also be available for inspection at the meeting.
8. Members are requested to notify the company change in address, if any, quoting the registered folio number and pin code number.
9. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under section 170 and Register of Contracts or Arrangement in which Directors are interested under section 189 of the Companies Act, 2013 will be open for inspection by Members during the Extra Ordinary General Meeting.
10. The route map to the venue of the meeting is enclosed to this notice.
11. The meeting is being called at shorter notice and necessary approval from shareholders will be obtained.

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**STATEMENT SETTING OUT MATERIAL FACTS**  
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

**Item No.1**

The Board of Directors of the Company proposes to use the idle funds of the Company till the time the same is used for the business activities of the Company in making investments in various mutual funds and other investments from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The Directors recommend the Special Resolution as set out at Item No. 1 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**Item No.2**

The Board of Director proposes to contribute to bonafide and charitable funds. As the Company is loss making company for the time being, it will be required to obtain approval from its shareholders under Section 181 of the Companies Act, 2013.

The Directors recommend the ordinary Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary Resolution.

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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 U74900KA2015PTC082263

Name of the Company FASHNEAR TECHNOLOGIES PRIVATE LIMITED

Registered Office 06-105-B, 06-102, (138 WU) Vaishnavi Signature, NO. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103

Name of the Member

Registered address

E-mail Id

Folio No./Client Id

DP ID NA

I/We, being the member(s) of ..... (.....) shares of the above named company, hereby appoint

1

Name

Address

Email ID

Signature

Or failing him/her;

2

Name

Address

Email ID

Signature

Or failing him/her;

3

Name

Address

Email ID

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on, Tuesday, 20<sup>th</sup> April 2021 at 4.00 p.m. at the Registered Office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

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1. Investment of surplus funds of the company
2. Approval to contribute to bonafide and charitable funds

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.