

Fashnear Technologies Private Limited

CIN: U74900KA2015PTC082263

Registered office: 06-105-B, 06-102, (138 WU) VAISHNAVI SIGNATURE,

NO. 78/9, OUTER RING ROAD, BELLANDUR,

VARTHUR HOBOLI, BENGALURU 560103

Phone: +91-9606441771

adminsupport@meesho.com

www.meesho.com



To,

Dear Members/Directors/Auditor,

You are cordially invited to attend the 01/2022-23 Extra-Ordinary General Meeting (“EGM”) of the Members of Fashnear Technologies Private Limited (the “**Company**”) scheduled to be held on Friday, 06 January 2023 at 10:00 am (IST) at the registered office of the Company situated at 06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103, Karnataka, India at shorter notice.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

**For and on behalf of the Board of
FASHNEAR TECHNOLOGIES PRIVATE LIMITED**

Sd/-

Vidit Aatrey

Director

DIN: 07248661

**Add: 06-105-B, 06-102, (138 WU) Vaishnavi Signature,
No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli,
Bengaluru 560103, India**

Date: 04 January 2023

Place: Bengaluru

Enclosures:

1. Notice of the EGM
2. Attendance Slip
3. Proxy Form (MGT-11)
4. Route Map

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NOTICE

NOTICE is hereby given that 01/2022-23 Extra-Ordinary General Meeting (“**EGM**”) of the members of FASHNEAR TECHNOLOGIES PRIVATE LIMITED (“**the Company**”) will be held on Friday 06, January 2023 at 10:00 a.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, Karnataka, India at shorter notice to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1 – CONTRIBUTION TO BONAFIDE AND CHARITABLE AND OTHER FUNDS UNDER THE PROVISIONS OF SECTION 181 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 181 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to contribute and/or donate, from time to time, to bona fide charitable and other funds, amount not exceeding in aggregate to all such funds taken together upto a sum of INR 1,00,00,000 (Indian Rupees One Crore only) during any Financial Year of the Company.

RESOLVED FURTHER THAT Mr. Vidit Aatrey, Director of the Company, Mr. Sanjeev Kumar, Director of the Company and Mr. Dhiresb Bansal, Chief Financial Officer of the Company be and are hereby severally authorised to initiate, do, perform, accomplish all such acts, deeds and things as may be deemed expedient by any of them, to give effect to this resolution and in the best interest of the Company, for and on behalf of Board of Director of the Company.

**For and on behalf of the Board of
FASHNEAR TECHNOLOGIES PRIVATE LIMITED**

Sd/-

Vidit Aatrey

Director

DIN: 07248661

**Add: 06-105-B, 06-102, (138 WU) Vaishnavi Signature,
No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli,
Bengaluru - 560103, Karnataka, India**

Date: 04 January 2023

Place: Bengaluru

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, shall be deposited at the Registered Office of the Company before the commencement of the Meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the EGM.
4. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the EGM.
6. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of EGM. The proxy of a member should mark on the attendance slip as 'proxy'.
7. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
8. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the EGM.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for all items annexed to this notice.
10. Route map for the venue of general meeting is annexed to this Notice.
11. The meeting is being called at shorter notice and necessary approval from shareholders will be obtained.

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

ITEM NO. 1

The Company, as a corporate citizen, believes in Corporate Social Responsibility (“CSR”) activities in various areas. As per section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute bonafide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the immediately preceding 3 financials years.

In view of unavailability of sufficient profits, the consent of the members is sought to enable the Company to contribute and/or donate, from time to time, to bona fide charitable and other funds, amount not exceeding in aggregate to all such funds taken together upto a sum of INR 1,00,00,000 (Indian Rupees One Crore only) during any Financial Year of the Company.

The Board recommends the resolution under Item No. 1 to be passed as an ordinary resolution by the members.

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

Attendance Slip

EXTRA-ORDINARY GENERAL MEETING
FASHNEAR TECHNOLOGIES PRIVATE LIMITED

[CIN: U74900KA2015PTC082263]

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

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Date	Venue	Time
06 January 2023	06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103, Karnataka, India	10:00 AM (IST)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Folio No. _____ *DP ID No. _____ *Client ID No. _____

Name of the Member Mr./Mrs. _____ Signature _____

Name of the Proxy holder Mr./Mrs. _____ Signature _____

** Applicable for investors holding shares in electronic form.*

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, 06 January 2023 at 10:00 AM (IST) at the registered office of the Company situated at 06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103, Karnataka, India.

Signature of the Member/ Proxy

Note: Electronic copy of the Notice of the Extra-Ordinary General Meeting with the Attendance slip and Proxy form is being sent to all the members whose email id is registered with the Company/ Depository Participant unless any member has been requested for a hard copy of the same. Members receiving electronic copy and attending the Extra-Ordinary General Meeting can print copy of this Attendance Slip.

Physical copy of the Notice of the Extra-Ordinary General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or has requested for hard copy.

EXTRA-ORDINARY GENERAL MEETING
FASHNEAR TECHNOLOGIES PRIVATE LIMITED
[CIN: U74900KA2015PTC082263]

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

Form No. MGT-11
FORM OF PROXY

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

Name of Member(s)	:	Email Id	:
Registered Address	:	Folio No.	:
	:	*DP Id.	:
No. of Shares held	:	*Client Id.	:

* Applicable for investors holding shares in electronic form.

I/We, being a member(s) of _____ shares of the Company hereby appoint:

1. Mr./Mrs. _____ Email Id: _____
Address : _____
_____ Signature: _____
2. Mr./Mrs. _____ Email Id: _____
Address : _____
_____ Signature: _____
3. Mr./Mrs. _____ Email Id: _____
Address : _____
_____ 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 held on Friday, 06 January 2023 at 10:00 AM (IST) at the registered office of the Company situated at 06-105-B, 06-102, (138 WU) Vaishnavi Signature, No. 78/9, Outer Ring Road, Bellandur, Varthur Hobli, Bengaluru 560103, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	Number of Shares held	For	Against
SPECIAL BUSINESS				
1.	CONTRIBUTION TO BONAFIDE AND CHARITABLE AND OTHER FUNDS UNDER THE PROVISIONS OF SECTION 181 OF THE COMPANIES ACT, 2013			

*** This is optional. Please put a tick mark (x) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all of the Resolutions, the proxy will be entitled to vote in the manner he/ she thinks appropriate. If a member wishes to abstain from voting on particular resolution, he/she should write "Abstain" across the boxes against the Resolution.*

Affix One rupee Revenue Stamp

Signature(s) of the Member(s)

- 1. _____
- 2. _____
- 3. _____

Signed this _____ day of _____ 2023

Notes:

- 1. *The Proxy to be effective should be deposited at the registered office of the company before commencement of the meeting.*
- 2. *A proxy need not be a member of the company.*
- 3. *In the case of the Joint holders, the vote of the senior who tenders vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of the Members.*
- 4. *The form of proxy confers authority to demand or join in demanding a poll.*
- 5. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
- 6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*

ROUTE MAP
FOR THE EXTRAORDINARY GENERAL MEETING
OF
FASHNEAR TECHNOLOGIES PRIVATE LIMITED

VENUE: 06-105-B, 06-102, (138 WU) VAISHNAVI SIGNATURE, NO. 78/9, OUTER RING ROAD, BELLANDUR, VARTHUR HOBLI, BENGALURU 560103, INDIA

