

FORM NO. CAA. 2

[Pursuant to Section 230 (3) and rule 6 and 7)]

Company Petition No CA (CAA) - 64/ (ND)/2022

Bigfoot Retail Solutions Private Limited ... Applicant

Notice and Advertisement of Notice of the Meeting of Members

Notice is hereby given that by an order dated the June 10, 2022 of the National Company Law Tribunal, Court VI, New Delhi (“NCLT”) has directed a meeting to be held of the herein mentioned preference shareholders and equity shareholders of the said company for the purpose of considering, and if thought fit, approving with or without modification, the scheme of amalgamation between the said company, Glaucus Supply Chain Solutions Private Limited and their respective shareholders and creditors (“**Scheme**”).

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of preference shareholders and equity shareholders of the said company will be held at The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi 110001 on Sunday the 18th day of September, 2022 at 11:00 o'clock in the morning at which time and place the said preference shareholders and equity shareholders are requested to attend (“**Meeting**”).

Copies of the said Scheme, and of the statement under section 230 can be obtained free of charge at the registered office of the company. Persons entitled to attend and vote at the meeting, may vote in person or by proxy (in addition to remote e-voting as mentioned below), provided that all proxies in the prescribed form are deposited at the registered office of the company at Plot No B, Khasra No-360, Sultanpur, M.G. Road, New Delhi-110030, not later than 48 hours before the meeting.

Forms of proxy can be obtained from the registered office of the Company.

You may also vote on the said resolution through remote e-voting (as set out in detail in this Notice) and attend and vote at the said meeting through e-voting during the meeting on Sunday, September 18, 2022 at 11 A.M., the details of which are also mentioned herein below.

Pursuant to the provisions of Section 230(4) of the Companies Act, 2013 (the “**Act**”) read with Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof); and other relevant laws and regulations, as may be applicable updated or amended from time to time, the Company has provided the facility of voting by remote e-voting so as to enable the shareholders to consider and approve the Scheme by way of the aforesaid resolution. In addition, the Company has provided the facility of voting through e-voting during the meeting. Accordingly, voting by the shareholders on the proposed Scheme shall be carried out through the remote e-voting prior to the meeting as well as e-voting made available during the meeting, respectively. The Company has appointed National Securities Depository Limited (“NSDL”)

for the purpose of providing the VC facility, remote e-voting facility prior to the Meeting, and e-voting during the Meeting.

In terms of the explanation to Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the entitlement of the shareholders, to vote shall be determined as on September 11, 2022 (“**Cut-off Date**”). The votes cast by the said shareholders shall be reckoned with reference to such Cut-off Date.

The Tribunal has appointed Ms. Seema Bahuguna and failing her, Mr. Gautam Singhal as chairperson of the said meeting.

The above mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the tribunal.

Dated this 10th day of August, 2022

Sd/-

Chairperson appointed for the meeting
Ms. Seema Bahuguna

Sd/-

BIGFOOT RETAIL SOLUTIONS
PRIVATE LIMITED

Notes:

1. A member entitled to attend the meeting, is also entitled to appoint a proxy to attend instead of himself / herself, and such a proxy need not be a member of the company.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the said company at its Registered Office at least 48 hours before the commencement of the meeting.
3. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
4. In compliance with the provisions of the Companies Act, 2013 and the order of the NCLT, the detailed procedure for participating in the meeting through VC to transact the business set out in the Notice convening this Meeting is set out in this notice, which does not require physical presence of the shareholders at a common venue. The deemed venue for the aforesaid Meeting shall be The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi 110001.
5. The Company has availed the services of NSDL as the authorized E-voting's agency for conducting the NCLT convening meeting of the shareholders of the Company through VC ("Meeting") and enabling participation of the shareholders at the Meeting thereto and for providing services of remote e-voting and e-voting during the Meeting of the shareholders.
6. The facility of joining the Meeting through VC will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the Meeting i.e., from 10.45 a.m. to 11.15 a.m
7. We would like to inform you that, you may attend the Meeting through Video Conference ("VC") by dialling/connecting to IP address as below:

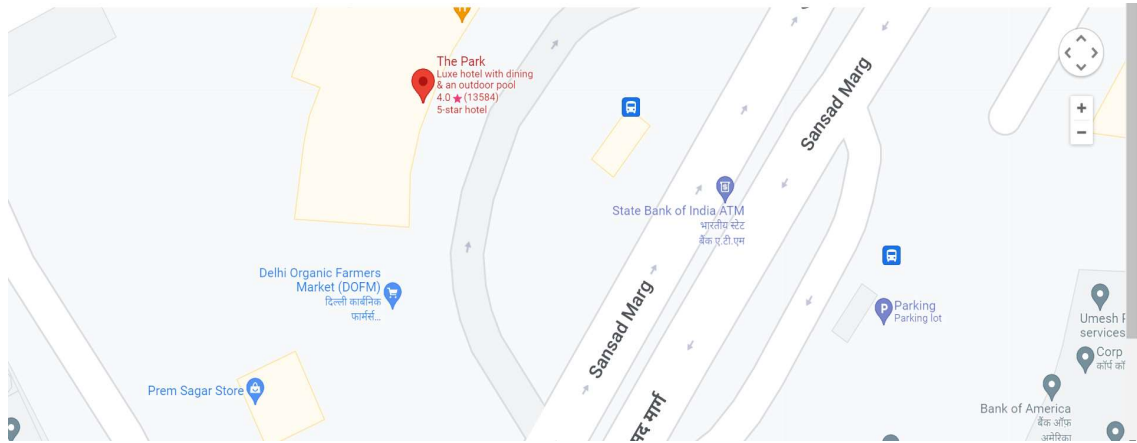
Join Zoom Meeting

<https://shiprocket.zoom.us/j/87387081540?pwd=M0ljdmRLVVcwZi9DcThhMmlSWEFGUT09>

Meeting ID: 873 8708 1540

Passcode: 552908
8. The mode of participation may please be confirmed to the undersigned (Mobile No. 9971291171, Email companysecretary@shiprocket.com). In the absence of your confirmation, it shall be presumed that you will be attending the Meeting physically and not through Video Conference.
9. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the said company on all working days, during business hours up to the date of the Meeting.

11. Route map and prominent land mark for easy location of the venue of the Meeting.



Prominent land mark: Opposite Jantar Mantar

EXPLANATORY STATEMENT

1) Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:

(a) **Date of the Order: June 10, 2022**

(b) **Date, Time and Venue of the Meeting: September 18, 2022, 11:00am at The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi, Delhi 110001**

2) Details of the company including:

(a) Corporate Identification Number (CIN):

U72900DL2011PTC225614

(b) Permanent Account Number (PAN)

AAECB7131Q

(c) Name of the company:

Bigfoot Retail Solutions Private Limited

(d) Date of incorporation:

September 28, 2011

(e) Type of the company (whether public or private or one-person company):

Private Limited Company

(f) Registered office address and e-mail address:

Plot No- B, Khasra No- 360 Sultanpur Delhi South Delhi DL 110030 IN; nidhi.mishra@shiprocket.com

(g) Summary of main object as per the memorandum of association; and main business carried on by the Company;

The main objects of the MOA provide for developing, selling, buying and deals in all kinds of IT solutions, software products, computer hardware products and allied products for retail sector. To act as facilitators, service providers, intermediaries, aggregators and other related service providers in the business of logistics, deliveries and/ or in the business of e-commerce in India and outside India.

The business of the company presently comprises of information technology and information technology enabled services, providing tools and services to small and medium businesses owners to enable them to sell online including shipping/ logistics/ fulfilment services but does not include retail trading.

(h) Details of change of name, registered office and objects of the company during the last five years;

Not applicable

- (i) Name of the stock exchange (s) where securities of the company are listed, if applicable;

Not applicable

- (j) Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital; and

Authorised, Issued, Subscribed and Paid up Capital of the Company as on date i.e. August 3, 2022						
S. No	Type of Security	Nominal value per share (in INR)	Authorised Capital (in INR)	Issued Capital (in INR)	Subscribed Capital (in INR)	Paid Up Capital (in INR)
1	Equity	10	80,00,000	43,75,290	43,75,290	43,04,575
2	Series A CCPS	10	9,45,910	9,07,810.00	9,07,810	9,07,810
3	Series B CCPS	332.99	6,39,34,080	6,38,82,466.55	6,38,82,466.55	6,38,82,466.55
4	Series B1 CCPS	355	16,63,13,240	16,62,75,255	16,62,75,255	16,62,75,255
5	Series C1 CCPS	355	9,94,00,000	8,74,19,815	8,74,19,815	8,74,19,815
6	Series C2 CCPS	355	3,72,75,000	3,37,13,640	3,37,13,640	3,37,13,640
7	Series C3 CCPS	355	2,89,32,500	2,88,95,225	2,88,95,255	2,88,95,255
8	Series D1 CCPS	355	6,39,00,000	5,93,37,540	5,93,37,540	5,93,37,540
9	Series E CCPS	355	12,78,00,000	12,39,68,485	12,39,68,485	12,39,68,485
10	Series E1 CCPS	355	2,84,00,000	26,49,75,55	26,49,75,55	26,49,75,55
11	Series E2 CCPS	355	3,19,50,000	-	-	-
	Total		- 65,68,50,730	61,64,99,596.55	61,64,99,596.55	61,64,28,881.55

- (k) Name of the promoters and directors along with their addresses.

Name	Address
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Rajan Jitendra Mehra	5-A, Premkutir, 177 Marine Drive Mumbai 400020, Maharashtra
Pankaj Makkar	D-801, Pearl Gateway Towers Sector-44, G.B. Nagar, Noida 201301, U.P.
Gautam Kapoor	E-519, Greater Kailash-Ii New Delhi 110048
Saahil Goel	18 Poorvi Marg, 2nd Floor - 5b, Vasant Vihar, New Delhi – 110057
Vaidhehi Ravindran	Flat No 311, Embassy Habitat, 59 Palace Road Bangalore 560001
Arjun Singh Ravinder Singh Sethi	44989, Vista Del Sol, Fremont, Ca 94539

- 3) If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.

The scheme of amalgamation is in relation to the Company and Glaucus Supply Chain Solutions Private Limited, which is a subsidiary of the Company.

- 4) The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;

May 26, 2022

Details of directors: Approval of all the directors of the Company was received, below are the details of such directors:

Name	Designation
Rajan Jitendra Mehra	Nominee Director
Pankaj Makkar	Nominee Director
Gautam Kapoor	Director
Saahil Goel	Director & CEO
Vaidhehi Ravindran	Nominee Director
Arjun Singh Ravinder Singh Sethi	Nominee Director

- 5) Explanatory statement disclosing details of the scheme of compromise or arrangement including:

- (a) Parties involved in such compromise or arrangement:

Bigfoot Retail Solutions Private Limited and Glaucus Supply Chain Solutions Private Limited

- (b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;

Appointed Date: April 1, 2022

Effective Date: The date on which the Transferor and Transferee Companies, i.e., Bigfoot Retail Solutions Private Limited and Glaucus Supply Chain Solutions Private Limited file a certified copy of the scheme, approved by the NCLT, with the Registrar of Companies.

Share exchange ratio: 261 equity shares having face value of INR 10 each fully paid up of Bigfoot Retail Solutions Private Limited shall be issued in exchange of every 10,000 equity shares held in Glaucus Supply Chain Solutions Private Limited of face value of INR 10 each fully paid up.

- (c) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company;

Valuation of the equity shares of the companies as on the valuation date is carried out in accordance with the ICAI Valuation Standards, considering 'relative value' base and 'going concern' premise.

The share exchange ratio has been arrived at on the basis of relative valuation based on the various approaches and qualitative factors relevant to each company and the business dynamics and growth potential of the businesses, having regard to the information base, key underlying assumptions and limitations as set out in the report.

The report shall be available for inspection at the registered office of the company.

- (d) Details of capital/debt restructuring, if any;

Not applicable

- (e) Rationale for the compromise or arrangement;

- i. To restructure the shareholding pattern of the Transferor Company, which is currently held by the Transferee Company as the largest shareholder of the Transferor Company, thus simplifying the corporate structure.**
- ii. To vest part of shareholding of the Transferee Company in the names of the promoters of the Transferor Company.**
- iii. To build in operational efficiencies between the operations of the Transferor Company and the Transferee Company who operate in a similar business.**
- iv. To consolidate the operations of the Transferor and Transferee Companies resulting in benefits of economies of scale, besides synergetic advantages particularly in view of the fact that the companies involved in the amalgamation are engaged in businesses which are complementary to each other and can be conveniently combined for mutual benefit, resulting in greater financial strength and flexibility and maximizing overall shareholder value.**

- v. **Optimal utilization of resources and cost reduction due to pooling of assets, proprietary information, personnel, financial, managerial and technical resources, thereby contributing to future growth of the merged enterprise.**
 - vi. **Better alignment, coordination and streamlining of day-to-day operations of the companies, elimination of administrative duplications, consequently reducing administrative costs of maintaining separate companies.**
- (f) Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);

It would result in optimal utilization of resources and cost reduction due to pooling of assets, proprietary information, personnel, financial, managerial and technical resources and better alignment, coordination and streamlining of day to day operations of the companies.

- (g) Amount due to unsecured creditors.

As on March 31, 2022, the aggregate amount due to unsecured creditors is INR 45,76,44,054.69

- 6) disclosure about the effect of the compromise or arrangement on:

- (a) key managerial personnel;

There shall be no adverse effect on the key managerial personnel, the scheme is thought to be in the best interest of everyone.

- (b) directors;

There shall be no adverse effect on the directors, the scheme is thought to be in the best interest of everyone.

- (c) promoters;

There shall be no adverse effect on the promoters, the scheme is thought to be in the best interest of everyone.

- (d) non-promoter members;

There shall be no adverse effect on the non-promoter members, the scheme is thought to be in the best interest of everyone.

- (e) depositors;

Not applicable

- (f) creditors;

The Company does not have any secured creditors.

There shall be no adverse effect on the unsecured creditors, the scheme is thought to be in the best interest of everyone.

- (g) debenture holders;

Not applicable

- (h) deposit trustee and debenture trustee;

Not applicable

- (i) employees of the company:

There shall be no adverse effect on the employees, the scheme is thought to be in the best interest of everyone.

- 7) Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.

There shall be no adverse effect on anyone, the scheme is thought to be in the best interest of everyone.

- 8) Investigation or proceedings, if any, pending against the company under the Act.

No pending investigations or proceedings against the company under the Act.

- 9) Details of the availability of the following documents for obtaining extract from or for making/obtaining copies of or for inspection by the members and creditors, namely:

- (a) latest audited financial statements of the company including consolidated financial statements;

Available

- (b) copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;

Available

- (c) copy of scheme of compromise or arrangement;

Available

- (d) contracts or agreements material to the compromise or arrangement;

Available

- (e) the certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 and

Available

- (f) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;

Shall be available within reasonable time of request

- 10) Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.

Not applicable

- 11) A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronics means.

Available

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 14, 2022 at 10:00 A.M. and ends on September 17, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 11, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Bigfoot Retail Solutions Private Limited (“Company”) as on the cut-off date, being September 11, 2022

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="618 1283 1437 1906">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="618 1913 1437 1978">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/

	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to divyash93@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@shiprocket.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@shiprocket.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 : U72900DL2011PTC225614

Name of the Company: BIGFOOT RETAIL SOLUTIONS PRIVATE LIMITED

Registered Office: PLOT NO. B, KHASRA NO- 360, SULTANPUR, NEW DELHI110030

Name of the member (s) :	
Registered address :	
E- mail id :	
Folio No / Client Id :	
DP ID :	NA

I / We, being the shareholders of _____ shares of the above named company, hereby appoint:

1. Name :
Address :
E-mail id :
Signature : or failing him/her

2. Name :
Address :
E-mail 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 September 18, 2022 at 11:00am at The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi, Delhi 110001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number:

Sr.No.	Resolution	For	Against
1.	Approval of scheme of amalgamation between the Company and Glaucus Supply Chain Solutions Private Limited		

Signed this on _____ day of _____, 2022

Affix Revenue Stamp
