

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(s)

Notice and Advertisement of Notice of the Meeting of Unsecured Creditors

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 herein mentioned unsecured creditors whose meeting has to be held 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 unsecured creditors of the said company will be held at The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi, Delhi 110001 on Sunday the 18<sup>th</sup> day of September 2022 at 1:00 o'clock in the noon at which time and place the said unsecured creditors 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 (or respective meetings), 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 1 P.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 unsecured creditor to consider and approve the Scheme by way of the aforesaid Scheme. In addition, the Company has provided the facility of voting through e-voting during the meeting. Accordingly, voting by the unsecured creditors 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 unsecured creditors, to vote shall be determined based on the outstanding debt as reflected in the financial statements of the Company for the year ended March 31, 2022 (“**Cut-off Date**”). The votes cast by the said unsecured creditors 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 10<sup>th</sup> day of August, 2022

Sd/-

Chairperson appointed for the meeting  
Ms. Seema Bahuguna

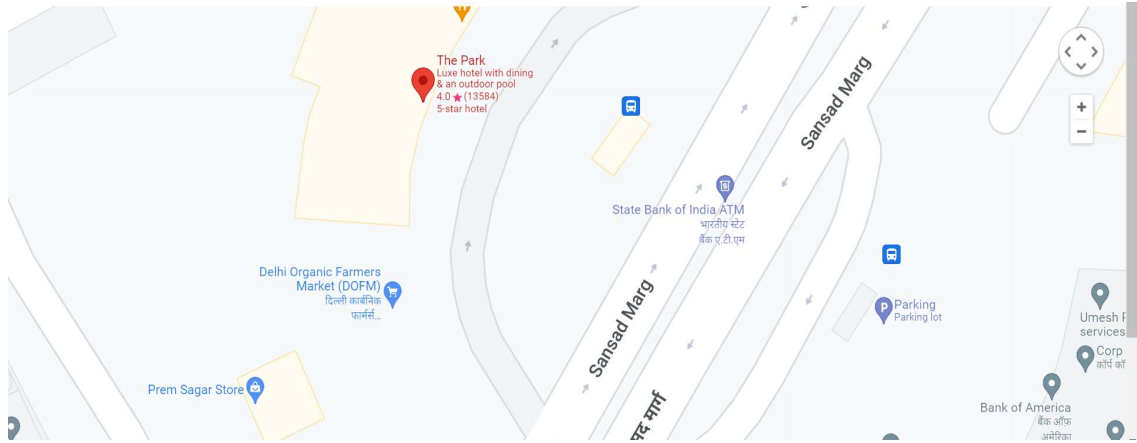
Sd/-

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 is set out in this notice, which does not require physical presence of the unsecured creditors at a common venue. The deemed venue for the aforesaid Meeting shall be The Park, Sansad Marg, Hanuman Road Area, Connaught Place, New Delhi, 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 unsecured creditors of the Company through VC ("Meeting") and enabling participation of unsecured creditors at the Meeting thereto and for providing services of remote e-voting and e-voting during the Meeting of the unsecured creditors.
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 12.45 p.m. to 01.15 p.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](mailto: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, 1:00pm 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

<b>Authorised, Issued, Subscribed and Paid up Capital of the Company as on date i.e. August 3, 2022</b>						
<b>S. No</b>	<b>Type of Security</b>	<b>Nominal value per share (in INR)</b>	<b>Authorised Capital (in INR)</b>	<b>Issued Capital (in INR)</b>	<b>Subscribed Capital (in INR)</b>	<b>Paid Up Capital (in INR)</b>
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	-	-	-
	<b>Total</b>		<b>- 65,68,50,730</b>	<b>61,64,99,596.55</b>	<b>61,64,99,596.55</b>	<b>61,64,28,881.55</b>

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

<b>Name</b>	<b>Address</b>
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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:**

<b>Name</b>	<b>Designation</b>
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**

## **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE MEETING OF UNSECURED CREDITORS (“UNSECURED CREDITORS”/ “MEMBERS”):**

Pursuant to provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bigfoot Retail Solutions Private Limited is pleased to provide the facility of remote e-voting to the Unsecured Creditors, to exercise their right to vote on the resolution(s) proposed to be passed at the Meeting of Unsecured Creditors. The facility for casting votes through remote e-voting will be provided by NSDL.

**The remote e-voting period begins on September 14, 2022, 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. Once the vote on a resolution is cast by the Unsecured Creditor, the Unsecured Creditor shall not be allowed to change it subsequently.

1. Unsecured Creditors will be provided with a facility to cast the Votes through the NSDL e-Voting system. Unsecured Creditors may access the same at <https://www.evoting.nsdl.com> under the shareholder/member login by using the remote e-voting credentials. Please note that the Unsecured Creditor who do not have the User ID and Password for casting the Vote or have forgotten the User ID and Password may retrieve the same by following the remote instructions mentioned in the notice to avoid last minute rush. Further unsecured creditors can also use the OTP based login for logging into the portal of NSDL.

### How to e-Vote

**You will receive Email from NSDL with your login credentials.**

### **Process to Retrieve USERID & Password:-**

- 1) Your User ID will be a combination of EVEN No. and Membership Id of association
- 2) Your password details are given below:
  - a. 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.
- 3) How to retrieve your ‘initial password’?
  - a. If your email ID is registered with the association, your ‘initial password’ is attached with this mail.
  - b. If your email ID is not registered, please Use OTP LOGIN method
- 4) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password

- a. If you are still unable to get the password, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Membership Id, your name. or call on toll free number 1800 1020 990 and 1800 22 44 30
  - b. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- 5) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - 6) Now, you will have to click on “Login” button
  - 7) After you click on the “Login” button, Home page of e-Voting will open.

### **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 / are a creditor 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 amount 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.

### **ASSISTANCE FOR ATTENDANCE/VOTING AT THE AGM:-**

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800 1020 990 and 1800 22 44 30 or mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 creditors 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 1:00pm 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
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