NOTICE OF EXTRAORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the **IPPL/EGM/02/2025-26 Extraordinary General Meeting (EGM) of Members of INSTAPILL PRIVATE LIMITED (Formerly known as TENSHI KAIZEN PRIVATE LIMITED) ("the Company")** will be held on **Wednesday, November 19, 2025,** at **03:00 PM [IST]** organized through video Conference (VC) at the Corporate Office of the Company situated at "Karuna House, First Floor, Sy No 152/6 and 154/16, Dorasani Palya, Begur Hobli, Bannerghatta Road, Bangalore, Karnataka-560076", (deemed venue) **[in compliance with the MCA General Circular No. 14/2020 issued on April 08, 2020, as modified by General Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025]** to transact the following **SPECIAL BUSINESS**:

1. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ***Ordinary Resolution:***

AGENDA#1 TO CONSIDER AND APPROVE APPOINTMENT OF B S R & CO. LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 TO FILL THE CASUAL VACANCY ON RESIGNATION

RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **B S R & Co. LLP**, Chartered Accountants (Firm Registration No. 101248W/W-100022) having its office at Golf Links Business Park, Pebble Beach, B Block, 3rd Floor, No. 13/2, Off Intermediate Ring Road, Bengaluru – 560071,Karnataka, India, be and are hereby appointed as Statutory Auditors of the Company for the financial year 2025-26, to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), who have communicated the same through a letter dated October 29, 2025.

RESOLVED FURTHER THAT B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), shall continue to hold office as the Statutory Auditors of the Company, until the conclusion of ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ending March 31, 2026, on such remuneration as may be fixed by the Board of Directors in consultation with Statutory Auditors.

RESOLVED FURTHER THAT Ankit Gupta (DIN: 08015587), Whole-time Director & CEO of the Company and/ or Gunashekar Karthik (ICSI M. No: A77131), Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required in this regard, including but not limited to filing of requisite forms with the Ministry of Corporate Affairs, to give effect to the said resolution.

For **INSTAPILL PRIVATE LIMITED**
(formerly known as **TENSHI KAIZEN PRIVATE LIMITED)**
GUNASHEKAR KARTHIK
Digitally signed by GUNASHEKAR KARTHIK
Date: 2025.11.13 18:00:36 +05'30'
Gunashekar Karthik
Company Secretary
ICSI M. No: A77131
Address: 264, 12th main Road, Near Ganesh Temple,
New Bagaluru layout, Bangalore - 560084

Date: November 13, 2025
Place: Bangalore

NOTES:

1. The Notice has been issued in compliance of the MCA General Circular No. 14/2020 issued on April 08, 2020, as modified by General Circular Nos. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 which had been issued by the MCA to provide certain relaxations to Private Companies (which have not provided the facility of e-voting), can hold the Extraordinary General Meeting (EGM) through Video Conferencing or Other Audio Visual Means (OAVM) in accordance with the framework provided in the aforesaid circulars.

2. Though as per the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and a proxy need not be a member of the Company, by virtue of the above General Circulars of the Ministry of Corporate Affairs, the shareholders cannot appoint Proxy/ies. Therefore, Proxy form is not enclosed with this Notice of EGM.

3. Consent for Shorter Notice from Members has been solicited, as the Company is not able to give a Notice of 14 (Fourteen) days for this Extraordinary General Meeting in accordance with the existing Articles of Association of the Company.

4. The form for providing consent by Shareholders for both the aforementioned purposes is enclosed hereto and the Shareholders are required to provide the form, duly signed by them as per the specimen signature recorded with the Company before the date of Meeting.

5. Members may note that the meeting has been held through video conferencing. The video link for joining the meeting has been shared simultaneously with the dispatch of Notice of Extraordinary General Meeting. The Meeting Room through weblink will open at least 15 minutes prior to the scheduled time and the members are requested to attend the meeting at their earliest convenience. The members may also note that they are not allowed to attend the meeting later than 15 minutes after.

6. In case of any assistance required for accessing the video conferencing before the meeting or during the meeting the shareholders are requested to contact Gunashekar Karthik Company Secretary bearing ICSI Membership Number: A77131 of the Company, on his Mobile Number +91 9900338645 or email ID Karthik.G@tenshi.co.in.

7. Instructions for participation through Electronic Means:
   i. Members are requested to click on the web hyper-link “Join the Meeting Now” appearing at the bottom of the email.
   ii. Write your name where it is sought to be entered. Corporate shareholders are requested to write the name of the corporate they are representing
   iii. You will be given the option to join the meeting either with your audio or video. Click on join with video.
   iv. Click on to join the meeting.
   v. When admitted by the admin, you will be in the meeting.
   vi. Members may cast their vote by show of hands on the resolutions.
   vii. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on specified item, it will be treated as abstained.
   viii. On a vote by show of hand, members holding different classes of shares shall be entitled to one vote for each class of share held by them.

8. The members who participate in the meeting through the link shall be counted for determining the quorum as required under the Companies Act, 2013. A roll call will be taken at the start of the meeting to form an opinion as regards the attendance of the members.

9. Members may also note that the EGM notice has been displayed on website of the Company at https://insta-pill.com/.

10. All relevant documents referred to in the Notice of Extraordinary General Meeting are available for inspection electronically.

11. The Register of Directors' Shareholdings maintained under the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for such inspection during working hours.

12. Members are requested to notify immediately of any change in their address or other details, including email addresses to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.

13. Route map has not been provided as it is a Meeting to be held with Video Conference mode only.

For **INSTAPILL PRIVATE LIMITED**
(formerly known as **TENSHI KAIZEN PRIVATE LIMITED)**

GUNASHEKAR KARTHIK

Digitally signed by GUNASHEKAR KARTHIK
Date: 2025.11.13 18:01:00 +05'30'

Gunashekar Karthik
Company Secretary
ICSI M. No: A77131
Address: 264, 12th main Road, Near Ganesh Temple,
New Bagaluru layout, Bangalore - 560084

Date: November 13, 2025
Place: Bangalore

InstaPill®

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

AGENDA#1 TO CONSIDER AND APPROVE APPOINTMENT OF B S R & CO. LLP, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 TO FILL THE CASUAL VACANCY ON RESIGNATION

The Company had received the resignation letter tendered by Deloitte Haskins & Sells LLP, Chartered Accountants (bearing Firm Registration Number: 117366W/W-100018), who were appointed by the Members in the 16th (Sixteenth) Annual General Meeting held on September 30, 2023, for a tenure of five years up to the conclusion of the 21st (Twenty First) Annual General Meeting.

The management on receipt of the resignation letter from Deloitte Haskins & Sells LLP, Chartered Accountants (bearing Firm Registration Number: 117366W/W-100018), Statutory Auditors of the Company, approached B S R & Co. LLP (Firm Registration No. 101248W/W-100022), Chartered Accountants seeking their willingness to be appointed as Statutory Auditors of the Company. The Company had received the consent cum eligibility letter from them for their proposed appointment as Statutory Auditors and was approved by the Board, subject to approval by the Members of the Company.

Further, since the appointment of auditor is to fill the casual vacancy caused by the resignation requires Members' approval, the agenda for appointment of Auditor to fill the casual vacancy of the Statutory Auditors is placed before the Members at this Extraordinary General Meeting.

The proposed Agenda No.1 will not affect any of the rights of the Company or the Stakeholders/Shareholders of the Company. Accordingly, a resolution is proposed for the approval of the members under Agenda No.1 by way of Ordinary Resolution.

The Board of Directors of Company ("Board") recommends that the members of the Company accord their consent by way of Ordinary Resolution to approve the Agenda No.1

Disclosure of Interest of Directors and others, as required under Section 102(1) read with the Proviso to Section 102(2) of the Companies Act, 2013:

a. With respect to the Directors, none of the Directors are deemed to be concerned or interested, financially or otherwise, in passing the Resolution under Agenda No. 1, except as any other shareholder of the Company.
b. The Company has not appointed any manager, and hence, his/her interest or concern in this resolution does not arise.
c. The provisions of Section 203 of the Companies Act 2013, dealing with Key Managerial Personnel, is applicable to the Company and their interest or concern, financially or otherwise, in passing the above Resolution does not arise.
d. As per the disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise, in respect of this agenda as no such relative is employed in the Company. As the Company does not have any Manager, interest of their relatives in this Resolution does not arise.
e. The shareholding interest of every promoter, director, manager, if any, and of every other key managerial personnel of the Company in the corporate entities which are covered by the resolution is NIL.

For **INSTAPILL PRIVATE LIMITED**
(formerly known as **TENSHI KAIZEN PRIVATE LIMITED)**

GUNASHEKAR KARTHIK Digitally signed by GUNASHEKAR KARTHIK
Date: 2025.11.13 18:01:41 +05'30'

Gunashekar Karthik
Company Secretary
ICSI M. No: A77131
Address: 264, 12th main Road, Near Ganesh Temple,
New Bagaluru layout, Bangalore - 560084
Date: November 13, 2025
Place: Bangalore

CONSENT FOR SHORTER LENGTH OF NOTICE

EXTRAORDINARY GENERAL MEETING – NOVEMBER 19, 2025

To,
The Board of Directors,
INSTAPILL PRIVATE LIMITED
(Formerly known as TENSHI KAIZEN PRIVATE LIMITED)
Plot No 46, 1st Phase, KIADB Industrial Area Harohalli,
Kanakapura, Bangalore Rural, Bangalore, Karnataka, India, 562112

I/We, _____________ S/o. ____________ residing at ____ holding ___________________ Equity Shares of Rs. 10/- each **and/or** Compulsorily Convertible Preference Shares of Rs.10/-, in the Company in my/our own name, hereby

- give consent pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on **Wednesday, November 19, 2025**, at shorter notice.

Yours faithfully,

Date:

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable