

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U51109KA2012PTC066107

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCF0683K

(ii) (a) Name of the company

FLIPKART INTERNET PRIVATE L

(b) Registered office address

Buildings Alyssa, Begonia & Clover, Embassy Tech Village,  
Outer Ring Road, NA  
Devarabeesanahalli Village Bengaluru  
Bangalore  
Karnataka  
560102

(c) \* e-mail ID of the company

RE\*\*\*\*\*RT.COM

(d) \*Telephone number with STD code

08\*\*\*\*\*01

(e) Website

www.flipkart.com

(iii) Date of Incorporation

01/10/2012

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	27.48
2	H	Transport and storage	H6	Warehousing and storage	39.98
3	M	Professional, Scientific and Technical	M6	Advertising and market research	27.85

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Flipkart Marketplace Private Li		Holding	99.31
2	EASYREWARDZ SOFTWARE SEI	U72900HR2017PTC070374	Associate	18.59
3	ANS DIGITAL PRIVATE LIMITED	U74999DL2017PTC315839	Subsidiary	62.31
4	SHADOWFAX TECHNOLOGIES	U72300KA2015PTC150324	Associate	16.7

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,135,562,126	28,389,376	28,389,376	28,389,376
Total amount of equity shares (in Rupees)	9,184,270,000	2,628,384,682.3	2,628,384,682.2	2,628,384,682.2

Number of classes

3

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Class A Equity Shares of Re. 1</b>				
Number of equity shares	1,641,153,786	28,266,043	28,266,043	28,266,043
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,641,153,786	28,266,043	28,266,043	28,266,043
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Class B Equity Shares of Rs. 21082.10</b>				
Number of equity shares	123,340	123,333	123,333	123,333
Nominal value per share (in rupees)	21,082.1	21,082.1	21,082.1	21,082.1
Total amount of equity shares (in rupees)	2,600,266,214	2,600,118,639.3	2,600,118,639.2	2,600,118,639.2
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Equity shares of Rs. 10 each</b>				
Number of equity shares	494,285,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,942,850,000	0	0	0

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,765,000	0	0	0
Total amount of preference shares (in rupees)	57,650,000	0	0	0

Number of classes

3

Class of shares 7% cumulative redeemable and optionally convertible	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	5,240,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	52,400,000	0	0	0
Class of shares Cumulative preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,000,000	0	0	0
Class of shares Compulsorily convertible preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	25,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	250,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	22,852,922	4,822,059	27674981	2,627,670,2	2,627,670,	
Increase during the year	714,395	0	714395	714,395	714,395	23,451,739,4
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	714,285	0	714285	714,285	714,285	23,451,739,4
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0

vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	110	0	110	110	110	0
Pursuant to Scheme of Merger or Amalgamation						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	23,567,317	4,822,059	28389376	2,628,384,6	2,628,384,6	
<b>Preference shares</b>						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

**Note:** In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

178,551,757,512

**(ii) Net worth of the Company**

-9,016,626,220

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	28,389,376	100	0	
10.	Others	0	0	0	
	<b>Total</b>	28,389,376	100	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	<b>Total</b>	0	0	0	0
--	--------------	---	---	---	---

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

3

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	3
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	1	1	1	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	1	1	1	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

3

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VERONICA CLAIRE U	10462333	Additional director	0	
VIVEK SUBRAMANIAN	02470016	Whole-time director	0	31/07/2024
PUJA ANIL GARG	ARMPG8682P	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VERONICA CLAIRE	10462333	Additional director	01/02/2024	Appointment
JONATHAN MARSH	09075331	Director	04/03/2024	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
11th AGM	18/09/2023	3	3	100

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2023	2	2	100
2	24/04/2023	2	2	100
3	08/05/2023	2	2	100
4	30/05/2023	2	2	100
5	08/06/2023	2	2	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	13/08/2023	2	2	100
7	16/11/2023	2	2	100
8	18/12/2023	2	2	100
9	04/03/2024	3	3	100
10	15/03/2024	2	2	100

#### C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2024
								(Y/N/NA)
1	VERONICA C	2	2	100	0	0	0	No
2	VIVEK SUBRA	10	10	100	0	0	0	No

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S.							

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRATHIBHA PRIYA M R

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

11362

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

06

dated

29/05/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

SHIRISH  
SRIVASTAVA  
A  
Digitally signed by  
SHIRISH  
SRIVASTAVA  
Date: 2024.11.25  
22:58:33 +05'30'

DIN of the director

0\*1\*4\*5\*

To be digitally signed by

PUJA ANIL  
GARG  
Digitally signed by  
PUJA ANIL GARG  
Date: 2024.11.25  
23:00:18 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

2\*5\*7

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

FKN list of Shareholders 31st March 2024\_  
FKN - MGT 8\_2023-24 - final.pdf  
FKN - Clarification letter\_Signed.pdf  
Clarification letter on Designated Person\_F

**Remove attachment****Modify****Check Form****Prescrutiny****Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# FLIPKART INTERNET PRIVATE LIMITED

---

## Clarification letter

**The Registrar of Companies - Karnataka  
E Wing, 2nd Floor, Kendriya Sadana,  
Koramangala, Bengaluru - 560034**

Dear Sir/Madam,

Sub: Clarification on the Designated Person - Form MGT-7

Ref: Notification issued by the Ministry of Corporate Affairs dated October 27, 2023.

In line with the notification dated October 27, 2023, we would like to inform that currently form MGT 7 is not compatible to share the details of “**designated persons**” however to comply with the regulations, we would like to clarify that the Company Secretary of the Company shall be deemed to be the designated persons.

Kindly take the above information on record.

For **Flipkart Internet Private Limited**

**Puja Garg**  
**Company Secretary**  
**Membership No: A26527**  
**Address:** No 104 Rathna Paradise,  
9 N R Layout, Murugeshpalya,  
Near Omega Health care,  
Bengaluru 560017, Karnataka.



# FLIPKART INTERNET PRIVATE LIMITED

---

November 25, 2024

The Registrar of Companies (ROC), Karnataka  
Ministry of Corporate Affairs  
E' Wing, 2nd Floor, Kendriya Sadana,  
Kormangala, Bangalore-560034, Karnataka.

Dear Sir,

Ref: Clarification on the Form MGT-7.

1. We wish to inform you that under point IV (i)(a) w.r.t Class B Equity Shares table, the subscribed and paid-up capital of the Company, we are unable to mention the total of class B Equity Shares (i.e., INR 260,01,18,639.3 consisting of 1,23,333 Equity Shares of INR 21,082.1) as the e-form is not accepting the decimal '.3'. Hence, we have mentioned INR 260,01,18,639.2. Accordingly, the 'Total amount of equity shares (in rupees) in the e-form MGT-7, also reflecting the total Subscribed and Paid-up Share Capital of the Company as INR 262,76,70,287.2 instead of INR 262,76,70,287.3.

Also, in order to ensure completion of auto verification in the e-form, the paid-up amount under point IV (i)(d) has been mentioned to INR 2,624,158,184.2 instead of INR 2,624,158,184.3.

2. The Associate Companies under point no. III of the Form MGT-7 are as per the financial statements of the Company.

Request your good office to take the same on record.

Thanking you,  
Very truly yours,

For, **Flipkart Internet Private Limited**

**Puja Garg**  
**Company Secretary**  
**Membership No: A26527**  
**Address:** No 104 Rathna Paradise,  
9 N R Layout, Murugeshpalya,  
Near Omega Health care,  
Bengaluru 560017, Karnataka.



**FORM NO. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **Flipkart Internet Private Limited** ("**the Company**"), bearing CIN - U51109KA2012PTC066107, as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year:
- 1) The Company has complied with the provisions of the Act and the rules made there under in respect of its status under the Act.
  - 2) The Company has maintained all the registers, as required under the provisions of the Act and the rules made thereunder, and all the entries therein have been duly recorded within the time prescribed therefor.
  - 3)
    - i] The Company has duly filed the forms and returns with the Registrar of Companies, Karnataka ("ROC"), as required under the Act and the rules made there under within the prescribed time.
    - ii] There was no occasion to file any forms with the Regional Director, Central Government, the Tribunal, Court or other authorities.
  - 4) The Company had called / convened and held the meetings of the Board of Directors and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given, and the proceedings including the circular resolutions passed have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed.
  - 5) There was no occasion for the Company to close its Register of Members.



- 6) The Company has not given advances or loans to its directors and/or to the persons or firms or companies as referred in Section 185 of the Act.
- 7) The Company has not entered into any transactions or arrangements with related parties pursuant to Section 188 of the Act. Therefore, the compliance with the provisions of this Section is not applicable.
- 8)
  - i] The Company has issued and allotted shares:
    - a. to the eligible shareholders of Liv Artificial Intelligence Private Limited and Mintkart India Private Limited, pursuant to the scheme of amalgamation with the Company and
    - b. on rights basis to the existing shareholders and has issued certificates to the shareholders in all instances and has made necessary entries in the statutory register.
  - ii] The Company has not received any request for recording transfer or transmission of securities, has not made buy back of securities. The Company has not issued or allotted preference shares or debentures therefore redemption of the same is not applicable.
- 9) There was no necessity for the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
- 10) The Company has not declared any dividend during the said financial year. Hence, the compliance with Section 125 of the Act is not applicable.
- 11) The audited financial statement of the Company was approved and the same were signed as required under Section 134 of the Act. Further, the report of the Board of Directors contains the matters as specified under Section 134(3), (4) & (5) of the Act and the rules made thereunder.
- 12)
  - i] The Board is properly constituted as required under the Act.
  - ii] The following changes took place in the Board:
    - a. Appointment of Ms. Veronica Claire Uwumarogie Obianwa [DIN: 10462333], as an Additional Director effective from February 1, 2024.

- b. Resignation of Mr. Jonathan Marshall Collins [DIN: 09075331], from the position of Director effective from March 4, 2024.
  - iii] There was no re-appointment / retirement / filling up casual vacancies of directors and Key Managerial Personnel.
  - iv] The Company has received disclosures from all the directors of the Company as required under the Act.
  - v] The Company has paid remuneration to the Whole-time Directors and Key Managerial Personnel in accordance with the terms of employment.
- 13) The shareholders of the Company at the tenth annual general meeting held on September 27, 2023, have approved the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, bearing FRN: 001076N/N500013 as the statutory auditors of the Company for a period of 5 years to hold the office from the conclusion of 10th Annual General Meeting till the conclusion of 15th Annual General Meeting to be held in the financial year 2026-27.
- 14) i] The Company had no occasion to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
- ii] The Company is yet to file an application with National Company Law Tribunal ("NCLT") wrt the Capital Reduction approved by the members of the Company at the extra-ordinary general meeting held on February 24, 2023, by way of reducing the securities premium account to the extent of the accumulated losses (i.e., debit balance of Profit & Loss Account) of INR 173,40,69,37,608 (Rupees Seventeen Thousand Three Hundred and Forty Crores Sixty-Nine Lakhs Thirty-Seven Thousand Six Hundred and Eight Only) as at 31st March 2022.
- 15) The Company has not accepted / renewed / repaid any deposits.
- 16) i] The Company has availed unsecured inter-corporate loans from its fellow subsidiaries and banks within the limits approved by the Board of Directors under the provisions of Section 179(3) of the Act.
- ii] The Company has not borrowed secured / unsecured loans from its directors, members, public financial institutions, and others. Therefore creation / modification / satisfaction of charges is not applicable.



- 17) i] The Company has given unsecured inter-corporate loans to its fellow subsidiaries within the limits approved by the Board of Directors and Members of the Company under the provisions of Section 186 of the Act.
- ii] The Company has not made any investments, given guarantee or has provided securities to other body corporates or to persons falling under the provisions of Section 186 of the Act.
- 18) i] The Company has altered the capital clause of the Memorandum of Association during the year pursuant to the orders of the Hon'ble National Company Law Tribunal ("NCLT") Bengaluru Bench and Mumbai Bench under Section 230 and 232 of the Companies Act, 2013, sanctioning the Scheme of Amalgamation(s) of Liv Artificial Intelligence Private Limited and Mintkart India Private Limited with the Company.
- ii] The Company has not altered the provisions of the Articles of Association.

**For Prathibha Priya & Associates**  
**Company Secretaries**  
**FRN: S2016KR445700**

---

**M. R. PRATHIBHA PRIYA**  
**Proprietor**  
**FCS 12224 / C. P. No. 11362**  
**UDIN: F012224F002684927**  
**ICSI Peer Review Certificate No. 3878/2023**

**Date : November 25, 2024**  
**Place : Bengaluru**

# FLIPKART INTERNET PRIVATE LIMITED

## LIST OF SHAREHOLDERS OF FLIPKART INTERNET PRIVATE LIMITED AS ON 31ST MARCH 2024

Sl. No.	Name of Shareholder	Address	DP Id/ Client Id / Folio Number	Type of Shares	No. of Shares held	Amount per share (Rs.)	% of shares held
1	Flipkart Marketplace Private Limited	9 Raffles Place #26 – 01, Republic Plaza, Singapore 048619	IN300394 / 19309682 / 04	Class-A Equity Shares	2,81,93,262	1	99.3092%
2	Flipkart Private Limited	9 Raffles Place #26 – 01, Republic Plaza, Singapore 048619	IN300394 / 19309674 / 05	Class-A Equity Shares	72,680	1	0.2560%
3	Quickroutes International Private Limited	9 Raffles Place #26 – 01, Republic Plaza, Singapore 048619	06	Class-A Equity Shares	101	1	0.0004%
4	Flipkart Private Limited	9 Raffles Place #26 – 01, Republic Plaza, Singapore 048619	IN300394 / 19309674 / 05(B)	Class-B Equity Shares	123,333	21082.10	0.4344%
<b>Total</b>					<b>2,83,89,376</b>		<b>100.00</b>

ISINs of the equity shares of the company as follows:

Sl. No	Class of Shares	ISIN
1	Class A EQUITY SHARES	INE074T01025
2	Class B EQUITY SHARES	INE074T01033

For Flipkart Internet Private Limited

**Puja Garg**

**Company Secretary**

**Mem No – A26527**

**Address:** No 104 Rathna Paradise,  
9 N R Layout, Murugeshpalya,  
Near Omega Health care,  
Bengaluru 560017, Karnataka.

Registered Office: Buildings Alyssa, Begonia & Clover, Embassy Tech Village,  
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103

Website: [www.flipkart.com/](http://www.flipkart.com/) e-mail: [regulatory@flipkart.com](mailto:regulatory@flipkart.com) / Phone no- +918037786001

CIN: U51109KA2012PTC066107