FLIPKART INTERNET PRIVATE LIMITED

Date: 26th September, 2022

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT TENTH (10th) ANNUAL GENERAL MEETING OF THE MEMBERS OF FLIPKART INTERNET PRIVATE LIMITED (“THE COMPANY”) WILL BE HELD AT SHORTER NOTICE ON TUESDAY, THE 27th DAY OF SEPTEMBER 2022 AT 11.30 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business:

Item no.1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, the Reports of Board of Directors and Auditors thereon, if thought fit to pass with or without modification(s) the below resolutions as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2022 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes appended thereto along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted.”

Item no. 2

M/s. S R Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No.101049W/E300004), were appointed as Statutory Auditors of the Company for a period of Three years to hold the office from the conclusion of the Seventh Annual General Meeting till the conclusion of the Tenth Annual General Meeting, for auditing the financials of the Company from the financial year 2019-20 till the financial year 2021-22. Accordingly, the Board recommended to appoint Walker Chandiok & Co LLP (bearing firm registration number 001076N/N500013) as the Statutory Auditors of the Company for a term of Five years commencing from the financial year beginning from 1st April 2022 to 31st March 2027.

Furthermore, Walker Chandiok & Co LLP has given a declaration in terms of section 139 read with section 141 of the Companies Act, 2013 (“the Act”), and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 confirming their consent and eligibility for being appointed as Statutory Auditor of the Company.

To consider and if thought fit, to approve the appointment of statutory auditors of the Company by passing the below resolution with or without modification(s) as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139 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) Walker Chandiok & Co LLP (bearing firm registration number 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company for a term of Five years commencing from the financial year 2022-23 till the financial year 2026-27 to hold the office as such from the conclusion of this Annual General Meeting till the conclusion of Fifteenth Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

FLIPKART INTERNET PRIVATE LIMITED

By Order of the Board of Directors
for **Flipkart Internet Private Limited**

VIVEK SUBRAMANIAN
Digitally signed by VIVEK SUBRAMANIAN
Date: 2022.09.26 16:38:41 +05'30'

Vivek Subramanian
Director
DIN: 02470016
Address: H 204, RNA Regency Park,
MG Road, Kandivali West, Mumbai-400067

Date: 26th September 2022
Place: Bengaluru

NOTES:

1. **Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022, and all other relevant circulars, notifications, guidelines ("MCA Circulars") issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India ("MCA"), companies are allowed to convene their AGMs through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the members at a common venue. Hence, in accordance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The members are requested to attend and participate in the AGM through VC/OAVM. In accordance with the Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.**

2. **A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs. However, in pursuance of Section 113 of the Act, representatives of the body corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.**

3. **Members attending the Annual General Meeting through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

4. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Annual general meeting at a shorter notice. The form for providing the same is enclosed.

5. Members are requested to keep their copy of this Notice during the Meeting.

6. Members are requested to record their attendance when the Chairman calls for it.

7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting at the email ID pooja.vk@flipkart.com

8. Members whose email ID is not registered or who may want to change their e mail ID registered with the company can get that done by sending email at pooja.vk@flipkart.com

9. Login shall start 15 mins before the scheduled time of the meeting.

10. Members can cast their votes by show of hands and during the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company to pooja.vk@flipkart.com

11. Members can join the meeting through VC by logging into the below link: https://meet.google.com/irn-yrwg-bid In case of any concern in joining the VC meeting you are requested to reach out to pooja.vk@flipkart.com

12. Since the Annual General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this Notice

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting electronically in the meeting.

14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically in the meeting.

15. All documents mentioned in this notice and explanatory statement are available for inspection during 9 am to 6pm on all business days and at the Annual General Meeting.

16. Your Directors hereby undertake that this General Meeting shall be convened as per the circulars issued by the Ministry of Corporate Affairs in this regard from time to time.

By Order of the Board of Directors
for **Flipkart Internet Private Limited**

VIVEK SUBRAMANIAN
Digitally signed by VIVEK SUBRAMANIAN
Date: 2022.09.26 16:39:06 +05'30'

Vivek Subramanian
Director
DIN: 02470016
Address: H 204, RNA Regency Park,
MG Road, Kandivali West,
Mumbai-400067

Date: 26th September 2022
Place: Bengaluru

On the letter head of shareholder

Consent by Members for Shorter Notice

(pursuant to Section 101 & 136 of the Companies Act, 2013)

To,
The Board of Directors
Flipkart Internet Private Limited
Buildings Alyssa, Begonia & Clover,
Embassy Tech Village, Outer Ring Road,
Devarabeesanahalli Village
Bengaluru-560103

We/I, ------------------------, having our registered office at ----------------------------------holding -----------------Equity shares of Rs.--------/- each in the Company in our/my own name, hereby give consent pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting ("AGM") of the Company on ----------------day, -------------------at -----------------(IST) at shorter notice.

We/I further approve to circulate the Financial Statements of the Company for the financial year ended March 31, 2022, for less than twenty one (21) days as required under the provisions of Section 136 of the Companies Act, 2013.

For ___________

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Authorized Signatory

Date: