# FLIPKART INTERNET PRIVATE LIMITED

Date: 26th September, 2024

To,
The Members
The Directors
The Auditors

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWELFTH (12th) ANNUAL GENERAL MEETING OF THE MEMBERS OF FLIPKART INTERNET PRIVATE LIMITED ("THE COMPANY") WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, THE 27TH DAY OF SEPTEMBER, 2024 AT 2.30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE FOR THE MEETING SHALL DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY I.E. BUILDINGS ALYSSA, BEGONIA & CLOVER, EMBASSY TECH VILLAGE, OUTER RING ROAD, DEVARABEESANAHALLI VILLAGE BENGALURU, KARNATAKA 560103**

**Ordinary Business:**

**Item no.1**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, 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 2024 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."

**Special Business:**

**Item no.2**

**TO CONSIDER APPOINTMENT OF MR. NISHITKUMAR MUKESHKUMAR MEHTA (DIN: 10720049) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as ***an Ordinary Resolution***:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nishitkumar Mukeshkumar Mehta (DIN: 10720049), who was appointed as an Additional Director and Whole time Director by the Board with effect from 29th July, 2024, be and is hereby appointed as a Director and Whole time Director of the Company and who shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary e-Forms and documents, with

Registrar of Companies, Karnataka, and to do all those acts, things, deeds as may be necessary.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the resolution to all concerned".

**Item no.3**

**TO CONSIDER APPOINTMENT OF MS. VERONICA CLAIRE UWUMAROGIE OBIANWA (DIN: 10462333) AS A DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as ***an Ordinary Resolution****:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Veronica Claire Uwumarogie Obianwa (DIN: 10462333), who was appointed as an Additional Director by the Board with effect from 1st February, 2024, be and is hereby appointed as a Director (Non-Executive) of the Company and who shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary e-Forms and documents, with Registrar of Companies, Karnataka, and to do all those acts, things, deeds as may be necessary.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the resolution to all concerned".

**Item no.4**

**TO CONSIDER APPOINTMENT OF MR. SHIRISH SRIVASTAVA (DIN: 09114153) AS A DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as ***an Ordinary Resolution****:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shirish Srivastava (DIN: 09114153), who was appointed as an Additional Director by the Board with effect from 24th September, 2024 be and is hereby appointed as a Director (Non-Executive) of the Company and who shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** any Director and the Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary e-Forms and documents, with Registrar of Companies, Karnataka, and to do all those acts, things, deeds as may be necessary.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of the resolution to all concerned".

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

PUJA ANIL GARG

Digitally signed by PUJA ANIL GARG
Date: 2024.09.26 22:05:38 +05'30'

**Puja Garg**
**Company Secretary**
**Membership no: 26527**
**Address:** 104 Rathna Paradise,
N R Layout, Murugeshpalya,
Bangalore 560017

Date: 26th September, 2024
Place: Bengaluru

**NOTES:**

1. Deemed venue of the meeting shall be the Registered office of the Company.
2. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meeting SS-2 in respect of the special business to be transacted at the Annual General Meeting is annexed hereto.
3. Members are requested to accord their consent pursuant to Section 101 and 136 of the Companies Act, 2013, for holding this Annual General Meeting at a shorter notice. The form for providing the same is enclosed.
4. The meeting is being held pursuant to vide General Circular 14/2020 dated 8th April 2020, General Circular no. 17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January, 2021, and General Circular no. 02/2022 dated 05 May, 2022, General Circular no. 11/2022 dated 28th December 2022, General Circular no. 09/2023 dated 25th September 2023 and General Circular no. 09/2024 dated 19th September 2024 wherever applicable, by the Ministry of Corporate Affairs ("MCA") which have permitted the Companies to hold the Annual General Meeting ("AGM") through Video Conference / Other Audio-Visual Means, without the physical presence of the Members at a common venue.
5. 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, body corporate member of the Company can appoint representatives for the purpose of exercising the rights at the meeting held through VC or OAVM.
6. 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.
7. Members are requested to keep their copy of this Notice during the Meeting.
8. Members are requested to record their attendance when the Chairman calls for it.
9. 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 puja.a@flipkart.com/regulatory@flipkart.com
10. 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 puja.a@flipkart.com/regulatory@flipkart.com
11. Login to the meeting through VC/OAVM shall start 15 mins before the scheduled time of the meeting.
12. 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 puja.a@flipkart.com/regulatory@flipkart.com
    Members can join the meeting through VC by logging into the below link: https://meet.google.com/ihh-jqup-xww in case of any concern in joining the VC meeting you are requested to reach out to Puja Garg Contact no: 9535311551
13. 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.
14. 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 electronically by the Members at the Annual General Meeting.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the Members at the Annual General Meeting.

16. All documents mentioned in this notice and explanatory statement are available for inspection during 9.00 am to 6:00 pm on all business days and at the Annual General Meeting and electronically at during the meeting.

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

PUJA ANIL GARG
Digitally signed by PUJA ANIL GARG
Date: 2024.09.26 22:05:54 +05'30'

**Puja Garg**
**Company Secretary**
**Membership no: 26527**
**Address:** 104 Port View Apartment,
N R Layout, Murugeshpalya,
Bangalore 560017

Date: 26th September, 2024
Place: Bengaluru

**Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business**

**Item no.2**

**TO CONSIDER THE APPOINTMENT OF MR. NISHITKUMAR MUKESHKUMAR MEHTA (DIN:10720049) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:**

Mr. Nishitkumar Mukeshkumar Mehta (DIN: 10720049) was appointed as an Additional Director and Whole time Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 29th July 2024 who shall hold the office till the date of ensuing annual general meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting.

Hence, the Board of Directors on 26th September, 2024 have recommended to the members of the Company, the appointment of Mr. Nishitkumar Mukeshkumar Mehta (DIN: 10720049) as a Director and Whole Time Director of the Company.

Brief profile of Mr. Nishitkumar Mukeshkumar Mehta (DIN: 10720049) as required under the secretarial standard – 2 is as under:

| | |
|---|---|
| Age | 40 years |
| Qualification | Chartered Accountant, B.Com |
| Experience | 20 years |
| Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as Additional Director and Whole Time Director. The current proposal is for confirmation of the appointment as Director and Whole Time Director by the members of the Company.<br><br>Remuneration sought to be paid by the Company: as per employment contract with the Company |
| Date of First Appointment on the Board | 29th July 2024 (as an Additional Director and Whole-time Director) |
| Shareholding in the Company | Nil |
| Relationship with other Directors | None |
| No. of Meeting attended during this year (calendar year 2024) | Nil |
| Other Directorship, Membership/ Chairmanship of Committees of other No. of Meeting attended during this year (calendar year 2024)Boards | Nil |

Accordingly, your Board recommends passing the resolution set out in Item No. 2 as an Ordinary resolution.

**Interest of Directors / KMP, etc.**

None of the Directors of the Company except Mr. Nishitkumar Mukeshkumar Mehta or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item.

**Item no.3**

**TO CONSIDER THE APPOINTMENT OF MS. VERONICA CLAIRE UWUMAROGIE OBIANWA (DIN:10462333) AS A DIRECTOR OF THE COMPANY:**

Ms. Veronica Claire Uwumarogie Obianwa (DIN: 10462333) was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 1st February 2024 who shall hold the office till the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting.

Hence, the Board of Directors on 26th September, 2024 have recommended to the members of the Company, the appointment of Ms. Veronica Claire Uwumarogie Obianwa (DIN: 10462333) as a Director of the Company.

Brief profile of Ms. Veronica Claire Uwumarogie Obianwa (DIN: 10462333) as required under the secretarial standard – 2 is as under:

| | |
|---|---|
| Age | 42 years |
| Qualification | Bachelors of Science, Accounting |
| Experience | 19 years |
| Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as an Additional Director. The current proposal is for confirmation of the appointment as Director by the members of the Company. |
| Date of First Appointment on the Board | 1st February 2024 (as an Additional Director) |
| Shareholding in the Company | Nil |
| Relationship with other Directors | None |
| No. of Meeting attended during this year (calendar year 2024) | 6 |
| Other Directorship, Membership/ Chairmanship of Committees of other Boards | **Directorship**<br>FK Myntra Holdings Private Limited<br>Flippay Private Limited, Singapore<br>Klick2Shop Logistics Services International Private Limited, Singapore<br>QuickRoutes International Private Limited<br>Flipkart Marketplace Private Limited, Singapore<br>Flipkart Investments Private Limited, Singapore<br>Flipkart Health Private Limited, Singapore<br>Myntra Inc, USA |

Accordingly, your Board recommends passing the resolution set out in Item No. 3 as an Ordinary resolution.

**Interest of Directors / KMP, etc.**

None of the Directors of the Company except Ms. Veronica Claire Uwumarogie Obianwa (DIN: 10462333) or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item.

**Item no.4**

**TO CONSIDER APPOINTMENT OF MR. SHIRISH SRIVASTAVA (DIN: 09114153) AS A DIRECTOR OF THE COMPANY:**

Mr. Shirish Srivastava (DIN: 09114153) was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) w.e.f. 24th September 2024 who shall hold the office till the date of ensuing annual general meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting.

Hence, the Board of Directors on 26th September, 2024 have recommended to the members of the Company, the appointment of Mr. Mr. Shirish Srivastava (DIN: 09114153) as a Director of the Company.

Brief profile of Mr. Shirish Srivastava (DIN: 09114153) as required under the secretarial standard – 2 is as under:

| | |
|---|---|
| Age | 49 years |
| Qualification | Postgraduate from NIFT, Kolkata |
| Experience | 24 years + |
| Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as an Additional Director. The current proposal is for confirmation of the appointment as Director by the members of the Company.<br><br>Remuneration sought to be paid by the Company: NIL |
| Date of First Appointment on the Board | 24th September 2024 (as an Additional Director) |
| Shareholding in the Company | Nil |
| Relationship with other Directors | None |
| No. of Meeting attended during this year (calendar year 2024) | Nil |
| Other Directorship, Membership/ Chairmanship of Committees of other Boards | Director - Exmyn Brands Private Limited |

Accordingly, your Board recommends passing the resolution set out in Item No. 4 as an Ordinary resolution.

**Interest of Directors / KMP, etc.**

None of the Directors of the Company except Mr. Shirish Srivastava or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item.

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

PUJA ANIL GARG
Digitally signed by PUJA ANIL GARG
Date: 2024.09.26 22:06:11 +05'30'

**Puja Garg**
**Company Secretary**
**Membership no: 26527**
**Address:** 104 Port View Apartment,
N R Layout, Murugeshpalya,
Bangalore 560017

Date: 26th September, 2024
Place: Bengaluru

**(On the letter head of shareholder)**

Consent by Members for Shorter Notice

(pursuant to Section 101(1) and 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, _________, having our registered office at ___________holding ___ Equity shares of Re. 1 each and ___ Class B Equity Shares of Rs. 21,082.10 each (retain as applicable) in the Company in our own name, hereby give consent pursuant to section 101 (1) of the Companies Act, 2013 to hold the Twelfth Annual General Meeting ("AGM") of the Company on _________day _______ 2024 at _____at shorter notice.

We hereby give consent to circulate the Financial Statements of the Company for the financial year ended March 31, 2024, for less than twenty-one (21) days as required under the provisions of Section 136 of the Companies Act, 2013.

For **Member**

________
**Authorized Signatory**

Date: