FLIPKART INTERNET PRIVATE LIMITED

Date: 25th November 2021

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT NINTH ANNUAL GENERAL MEETING OF FLIPKART INTERNET PRIVATE LIMITED WILL BE HELD ON TUESDAY, THE 30th DAY OF NOVEMBER 2021 AT 11.30 A.M. THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business:

Item no.1

Adoption of Audited financial statements of the Company for the financial year ended 31st March, 2021.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021, the Reports of Board of Directors and Auditors thereon by passing the below resolutions as an **Ordinary Resolution** with or without modifications:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March 2021 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes appended thereto and the audited consolidated financial statements of the Company for the financial year ended 31st March 2021 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted."

Special Business:

Item no. 2:

Confirmation of appointment of Mr. Jonathan Marshall Collins as Director of the Company

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

"**RESOLVED THAT** pursuant to Section 152(2), Section 161 and other applicable provisions of the Companies Act, 2013 the board hereby recommends to the members of the Company, the appointment of Mr. Jonathan Marshall Collins, as Director of the Company who was appointed as an additional director by the Board W.e.f. 5th March 2021 who shall hold the office till the date of ensuing annual general meeting.

RESOLVED FURTHER THAT Directors and the Company Secretary of the Company be and are hereby severally authorized to file and sign e-forms, documents with the registrar of Companies and to take necessary actions, and to do all those acts, things, deeds as maybe necessary.

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

VIVEK SUBRAMANIAN

Digitally signed by VIVEK SUBRAMANIAN
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Date: 2021.11.25 15:49:46 +05'30'

Vivek Subramanian
Director
DIN: 02470016
Address: H 204, RNA Regency Park,
MG Road, Kandivali West, Mumbai-400067
Date: 25th November 2021
Place: Mumbai

NOTES:

1. **The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.**

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 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 and General Circular no. 02/2021 dated 13th January, 2021, wherever applicable, which dispensed the physical attendance of members. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the 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. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circulars have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.

5. 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.

6. Ministry of Corporate Affairs by notification of Companies Amendments Act, 2017 with effective from 7th May,2018 have removed/deleted the provisions relating to requirement of "Ratification of Appointment of Statutory Auditors by the shareholders every year in the Annual General Meeting" as required under section 139 of the Companies Act, 2013. Accordingly, there will be no proposal for ratification of the appointment of Statutory Auditors by the Shareholders at the forthcoming AGM.

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

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

11. Login 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

13. Members can join the meeting through VC by logging into the below link: https://meet.google.com/iro-opuy-vjk. In case of any concern in joining the VC meeting you are requested to reach out to puja.a@flipkart.com

14. 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

15. 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.

16. 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.

17. 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.

18. Your Directors hereby undertake that this General Meeting shall be convened as per the Circular 20/2020 dated 05th May2020 and as per the framework provided in the General circular no 14/2020 dated 8th April 2020, General Circular no. 17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020 and General Circular no. 02/2021 dated 13th January, 2021, wherever applicable, issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

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

VIVEK
SUBRAMANIAN

Digitally signed by VIVEK SUBRAMANIAN
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email=VIVEK.SUBRAMANIAN@FLIPKART.COM
Date: 2021.11.25 15:50:15 +05'30'

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

Date: 25th November 2021
Place: Mumbai

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:

Mr. Jonathan Marshall Collins aged 49 years is a senior finance professional, holding MBA Degree, University of Illinois, BS Accounting, Western Governors University and BS Computer Science/Math, Kennesaw State University with around 27 years of experience was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 5th March 2021.

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting. Further, as per Section 161 (1) of the Act, the articles of the Company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an Additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Jonathan Marshall Collins will be holding the office till the conclusion of ensuing Annual General Meeting.

The resolution as set out in the notice is for seeking confirmation of appointment of Mr. Jonathan Marshall Collins as director of the Company.

Your Board recommend for passing the resolution set out in Item No. 2 as Ordinary resolution.

Interest of Directors / KMP, etc.

None of the Director of the Company 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 business.

By Order of the Board of Directors

for **Flipkart Internet Private Limited**

VIVEK SUBRAMANIAN

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

Date: 25th November 2021
Place: Mumbai

On the letter head of shareholder

Consent by Members for Shorter Notice

(Pursuant to Section 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 _________Class-A Equity shares of ____each in the Company in our own name, hereby agree pursuant to the applicable provisions of the Indian Companies Act to consider copy of financial statements, auditors' report and boards report of the Company (along with necessary annexures) sent to us less than 21 days before the date of AGM as duly sent

For ___________

____
Authorized Signatory

Date: