

FLIPKART INTERNET PRIVATE LIMITED

Date: October 21st, 2022

To,
The Members
The Directors
The Auditors

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF FLIPKART INTERNET PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD ON THURSDAY, 27TH OCTOBER 2022 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO 1: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and any other applicable provision of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, the consent of shareholders of the Company be and is hereby accorded to substitute Article 99 (Indemnity) in its entirety with the following:

“Article 99 INDEMNITY

Every director and officer of the Company or any person (whether an officer of the Company or not) employed by the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such director or officer in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 463 of the Act, in which relief is granted to him by the court. In addition, the Board may agree to indemnify any current or former officer or employee of the Company out of the funds of the Company, against any liabilities incurred by him in his capacity as such officer or employee, on such terms and conditions as may be approved by the Board in its absolute discretion, subject to approval of the shareholders of the Company for payment of any indemnity claim in accordance with the foregoing.

RESOLVED FURTHER THAT a copy of the revised Articles of Association was placed at the meeting for the purposes of identification.

RESOLVED FURTHER THAT, each of the Directors or Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions) and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable in order to carry out the purposes and intent of, and to give effect to, the foregoing resolution, including any forms and documents that may be required to be filed with the jurisdictional Registrar of Companies, and any other concerned authorities.”

FLIPKART INTERNET PRIVATE LIMITED

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

Vivek Subramanian

Director

DIN: 02470016

Address: H 204, RNA Regency Park,
MG Road, Kandivali West, Mumbai-400067

Date: 21st October 2022

Place: Bengaluru

FLIPKART INTERNET PRIVATE LIMITED

NOTES:

1. 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 Extra-ordinary 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, General Circular no. 02/2021 dated 13th January, 2021, and General Circular no. 02/2022 dated 05 May, 2022 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 Extra Ordinary 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 Extra Ordinary General Meeting (“EGM”) through Video Conference/ Other Audio-Visual Means, without the physical presence of the Members at a common venue.
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. 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 swati.hegde@flipkart.com
8. Login to the meeting through VC/OAVM shall start 15 mins before the scheduled time of the meeting.
9. 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 swati.hegde@flipkart.com
10. Members can join the meeting through VC by logging into the below link: <https://meet.google.com/tdk-vyiv-jno> in case of any concern in joining the VC meeting you are requested to reach out to swati.hegde@flipkart.com.
11. Since the Extra Ordinary General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this Notice.
12. 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 Extra Ordinary General Meeting.
13. The Directors of the Company hereby undertake that this Extra-ordinary general meeting shall be convened 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, General Circular no. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020 , General Circular no. 39/2020 dated 31st December 2020 , General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 21/2021 dated 14th December 2021 and General Circular No. 3/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

FLIPKART INTERNET PRIVATE LIMITED

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

Vivek Subramanian

Director

DIN: 02470016

Address: H 204, RNA Regency Park,
MG Road, Kandivali West, Mumbai-400067

Date: 21st October 2022

Place: Bengaluru

FLIPKART INTERNET PRIVATE LIMITED

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

ITEM NO. 1:

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors in its meeting held on 24th October 2022 recommended including an express provision in the Articles of Association of the Company to enable the Company to issue deeds of indemnity to certain officers employed by or seconded to the Company.

Pursuant to the provisions of the Companies Act, 2013, approval of the shareholders is required for an amendment to the Articles of Association.

A copy of the revised Articles of Association along with proposed amendment(s) will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

Interest of Directors / KMP, etc.

Except Mr. Jonathan Marshall Collins and Mr. Vivek Subramanian, directors of the Company and Ms. Puja Garg, Company Secretary none of the Directors, Manager or any Key Managerial Personnel or any of the relatives of directors, manager or key managerial personnel, have any concern or interest, financial or otherwise in the proposed business.

The Board recommends the Resolutions at Item No. 1 of this Notice, for approval of the Shareholders.

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

Vivek Subramanian

Director

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