FLIPKART INTERNET PRIVATE LIMITED

Date: August 31st, 2021

To,
The Members
The Directors
The Auditors

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Flipkart Internet Private Limited ("**Company**") will be held on Thursday September 2nd, 2021 THROUGH VIDEO CONFERENCING at 12:30 pm to transact the following business.

Special Business:

Item no.1

ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act 2013 ("Act") and the rules made thereunder and subject to approval of the Registrar of Companies, Karnataka, the consent of the members of the Company be and is hereby accorded to alter the objects clause of the Memorandum of Association ("MOA") of the Company as follows:

A. Alteration of the Clause III (A) (1) as follows:

   1. To carry on the business or profession of providing a platform, technology, and/or other mechanism/services, order management technology platform, including through any future and known or unknown technology to facilitate transactions, commerce, electronic commerce, mobile commerce, any type of commerce whether by and between businesses, by and between individual consumers, or by and between businesses and individual consumer and the likes and incidental and ancillary activities thereto including without limitation displaying advertisement and promotions including Video streaming, distribution and hosting services by developing original content or using the content of other service providers.

B. Alteration of the Object Clause III (C) by adding the following as Clause (8) after the existing Clause (7)

   8. "To undertake advertising or promotional activities, run royalty schemes/programs, campaigns, etc to promote the main objects of the Company and of its direct and/or indirect subsidiaries / holding and/or associates and/or affiliates"

RESOLVED FURTHER THAT any of the Directors/and or Company Secretary of the Company be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary eForms with Registrar of Companies."

FLIPKART INTERNET PRIVATE LIMITED

By Order of the Board of Directors
For Flipkart Internet Private Limited.

Puja Garg

Digitally signed by Puja Garg
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Date: 2021.08.31 16:08:15 +05'30'

Puja Garg
Company Secretary
Membership No: A26527
Address: No 104 Port View Apartment,
9 N R Layout, Murugeshpalya,
Near Omega Health care,
Bengaluru 560017

Date: August 31st, 2021
Place: Bengaluru

NOTES:

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the extra-ordinary general meeting is annexed hereto.
2. All documents mentioned in this notice and explanatory statement are available for inspection during business hours of the Company from 9am to 6pm on all business days.
3. A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote for 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 and General Circular 10/2021 dated 23rd June 2021, which dispended 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.
4. 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.
5. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars, the extra-ordinary general meeting of the Company is being conducted through VC.
6. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this extra-ordinary general meeting at a shorter notice. The form for providing the same is enclosed.
7. Members are requested to keep with them 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 extra-ordinary general meeting at the email ID pooja.vk@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 e mail at pooja.vk@flipkart.com.
11. Login to the EGM 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 pooja.vk@flipkart.com.

13. Members can join the meetings through VC by logging into the below hangout link: https://meet.google.com/irq-wnrb-brqIn case of any concern in joining the VC meeting you are requested to reach out to pooja.vk@flipkart.com, contact no. 9886242233.

14. Since the extra-ordinary general meeting will be held through VC / OAVM, the route map, attendance slips and the proxy forms are not annexed in this notice.

15. 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 and General Circular No. 10/2021 dated 23rd June 2021 issued by the ministry of corporate affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

16. Ministry of Corporate Affairs vide General Circular 10/2021 dated 23rd June 2021, has allowed Companies to hold extra-ordinary general meeting via VC /OAVM till December 31, 2021.

By Order of the Board of Directors
For Flipkart Internet Private Limited.

Puja Garg

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Date: 2021.08.31 16:09:00 +05'30'

Puja Garg
Company Secretary
Membership No: A26527
Address: No 104 Port View Apartment,
9 N R Layout, Murugeshpalya,
Near Omega Health care,
Bengaluru 560017

Date: August 31st, 2021
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:

In order to add new business activity proposed to be undertaken by the Company and to make clarificatory changes to bring more clarity to the existing objects, the Board of Directors of the Company at their meeting held on 26th August 2021 have proposed to alter the Memorandum of Association (MOA) of the Company.

In accordance with Section 13 of the Companies Act 2013 read with rules made thereunder, the proposed alteration of the object clause of the memorandum of association requires approval by the members of the Company by way of a special resolution.

Accordingly, your Directors recommend the resolution, as set out in the notice as item no. 1, for approval of members by way of a Special Resolution.

Interest of Directors / KMP, etc.

None of the Directors of the Company, the 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.

By Order of the Board of Directors
For Flipkart Internet Private Limited.

Puja Garg

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Date: 2021.08.31 16:09:55 +05'30'

Puja Garg
Company Secretary
Membership No: A26527
Address: No 104 Port View Apartment,
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Bengaluru 560017

Date: August 31st, 2021
Place: Bengaluru

FLIPKART INTERNET PRIVATE LIMITED

On the letter head of shareholder

Consent by Members for Shorter Notice

(Pursuant to Section 101(1) of the Companies Act, 2013)

To,
The Board of Directors
Flipkart Internet Private Limited.
Address

Dear Sirs/Madam,

We, ______________ having Registered Office at ...., holding [●] Equity Shares of Rs. [●] in the Company hereby give our consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra Ordinary General Meeting of the Company on 2nd September 2021 at a shorter notice.

Yours truly

For ....

Signature:

Name:

Designation:

Date: