

FLIPKART INTERNET PRIVATE LIMITED

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of FLIPKART INTERNET PRIVATE LIMITED will be held on TUESDAY, 30TH DAY OF JUNE 2020 at 11:00 AM THROUGH VIDEO CONFERENCING to transact the following business:

Special Business:

Item 1

To reclassify the authorized share capital of the Company

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

"RESOLVED that pursuant to the provisions of Section 13, 61 and 64 and any other applicable provisions if any, of the Companies Act, 2013 ("Act") (including any statutory modification or reenactment thereof for the time being in force) and the relevant rules made thereunder subject to Memorandum and Articles of Association of the company consent of the members be and is hereby accorded for reclassifying the existing authorised share capital of the Company by reclassifying 76,660 unutilized Class B Equity shares of face value of INR 21,082.10 into 1,61,61,53,786 Class A Equity shares of face value of Re. 1 each as follows:

Existing authorized share capital:

The share capital of the Company is Rs. 4,24,14,20,000/- (Rupees Four Hundred Twenty Four Crore Fourteen Lakh Twenty Thousand only) divided into:

- a. 2,50,00,000 (Two crore and fifty lakh) Class A equity shares of Re. 1/- (Rupee one only) each aggregating to Rs.2,50,00,000/- (Rupees two crore and fifty lakh) and
- b. 2,00,000 (Two lakh) Class B equity shares of Rs.21,082.10/- (Rupees twenty one thousand eighty two and paise ten only) each aggregating to Rs.421,64,20,000 (Four hundred and twenty one crore sixty four lakh twenty thousand only)

Proposed reclassified authorized share capital:

The share capital of the Company is Rs. 4,24,14,20,000/- (Rupees Four Hundred Twenty Four Crore Fourteen Lakh Twenty Thousand only) divided into:

- a. 1,64,11,53,786 (One hundred and sixty four crore eleven lakh fifty three thousand seven hundred and eighty six) Class A equity shares of Re. 1/- (Rupee one only) each aggregating to Rs.164,11,53,786/- (Rupees one hundred and sixty four crore eleven lakh fifty three thousand seven hundred and eighty six only) and
- b. 1,23,340 (One lakh twenty three thousand three hundred and forty) Class- B shares of Rs.21,082.10/- (Rupees twenty one thousand eighty two and paise ten only) each aggregating to Rs.2,60,02,66,214/- (Rupees two hundred and sixty crores two lakhs sixty six thousand two hundred and fourteen only)

RESOLVED FURTHER THAT that the existing Clause V of the Memorandum of Association of the company be replaced with the above mentioned proposed reclassified authorized share capital.

RESOLVED FURTHER THAT reclassified authorized share capital shall rank pari passu with the existing equity shares of the company

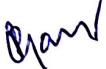
RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may

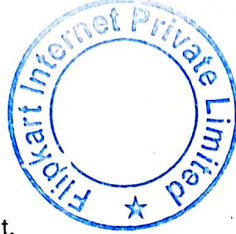
Registered Office: Buildings Alyssa, Begonia & Clover, Embassy Tech Village,
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103
e-mail: puja.a@flipkart.com
CIN: U51109KA2012PTC066107

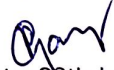
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be necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with Registrar of Companies."

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


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: 29th June 2020
Bengaluru

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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. 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, which dispensed the physical attendance of members.
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. Members are requested to keep their copy of this Notice during the Meeting.
5. Members are requested to record their attendance when the Chairman will call for it.
6. 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 puja.a@flipkart.com
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 e mail at puja.a@flipkart.com
8. Login 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 puja.a@flipkart.com
10. Members can join the meetings through VC by logging into the below hangout link:

<https://meet.google.com/wjk-zmzk-cwq>

In case of any concern in joining the VC meeting you are requested to reach out to puja.a@flipkart.com
11. Since the Extra-Ordinary General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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12. Your Directors 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 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


Puja Garg
Company Secretary
Membership No: A26527
Address: No 104 Port View Apartment,
9 N R Layout, Murugeshpalya,
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Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business

Item No.1

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

The Company intends to reclassify its existing authorized share capital, such that the un-issued Class-B equity share capital is re-classified into Class-A equity shares.

In order to carry out the said reclassification of existing authorised share capital, the capital clause of the memorandum of association is required to be altered. In accordance with Section 13, 61 and 64 of the Companies Act 2013 and any other applicable regulation prior approval by the members of the Company by way of ordinary resolution is required to be obtained. Hence the matter is being placed for your approval.

Your Directors recommend the resolution, as set out in the notice as item no. 1, for approval of members by way of an ordinary resolution.

Interest of Directors

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
Company Secretary
Membership No: A26527
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