

FLIPKART INTERNET PRIVATE LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
The Members
The Directors
The Auditors

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF FLIPKART INTERNET PRIVATE LIMITED ("COMPANY") WILL BE HELD AT ON WEDNESDAY, 15TH DAY OF APRIL, 2026 AT 12.30 P.M. (IST) THROUGH VIDEO CONFERENCING MEANS WITH DEEMED VENUE AS THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BUILDINGS ALYSSA BEGONIA & CLOVER, EMBASSY TECH VILLAGE, OUTER RING ROAD, DEVARABEESANAHALLI VILLAGE BENGALURU, KARNATAKA, INDIA, 560103 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

SPECIAL BUSINESSES:

ITEM NO.1

TO APPROVE THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 5 and 14 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act read with the applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the articles of association of the Company, the approval of the members be and is hereby accorded for substitution of the existing Articles of Association of the Company with the restated Articles of Association.

RESOLVED FURTHER THAT any of the directors and/or company secretary of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including making the requisite form filings, and to do such acts and deeds that may be required for the purpose of adoption of the restated articles of association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions, and to liaise with the concerned authorities with regard to the same.

RESOLVED FURTHER THAT all acts, deeds, matter and things done or performed by the directors within the authority provided under this resolution shall be valid, enforceable, and binding on the Company.

RESOLVED FURTHER THAT any of the directors and/or company secretary of the Company be and is hereby severally authorised to sign and execute all necessary documents as may be required, and or incidental thereto."

FLIPKART INTERNET PRIVATE LIMITED

ITEM NO.2

APPOINTMENT OF MR. SURESH KUMAR, DIN: 11620355) AS A DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Kumar (DIN: 11620355), who was appointed as an Additional Director (Non-Executive) with effect from 21st March 2026, and who holds office till the ensuing Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, and on such other terms and conditions, if any, as approved by the Board from time to time, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution including but not limited to filing returns with the Registrar of Companies, entering statutory registers and other related activities in connection with this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Company Secretary of the Company, be and is 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 A Garg
Company Secretary
Membership No: A26527
Address: 104 Rathna Paradise, N R Layout, Murugeshpalya,
Near Omega Healthcare, Old Airport Road,
N A L, Bengaluru, Karnataka, 560017



Date: 24th March 2026
Place: Bengaluru

FLIPKART INTERNET PRIVATE LIMITED

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 Extra-ordinary General Meeting is annexed hereto.
3. The meeting is being held vide 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. 02/2021 dated 13th January, 2021, 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, General Circular no. 09/2024 dated 19th September 2024, and General Circular no. 03/2025 dated 22nd September 2025 wherever applicable, by the Ministry of Corporate Affairs ("MCA") which have permitted the Companies to hold the Extra Ordinary General Meeting ("EGM") through Video Conference ("VC") / Other Audio-Visual Means ("OVAM"), without the physical presence of the Members at a common venue.
4. 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 members of the Company can appoint representatives for the purpose of exercising the rights at the meeting held through VC.
5. Members attending the Extra Ordinary General Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are requested to keep their copy of this Notice during the Meeting.
7. Members are requested to record their attendance when the Chairman calls for it.
8. 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 IDs - manisha.kumar@flipkart.com, ira.shukla@flipkart.com, puja.a@flipkart.com
9. Members whose email ID is not registered or who may want to change their email ID registered with the company can get that done by sending email at puja.a@flipkart.com/regulatory@flipkart.com
10. Login to the meeting through VC shall start 15 mins before the scheduled time of the meeting.
11. Members can cast their votes by show of hands and during the meeting held through VC 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 manisha.kumar@flipkart.com, ira.shukla@flipkart.com, puja.a@flipkart.com
12. Members can join the meeting through VC by logging into the below zoom meeting link:
Join Zoom Meeting
<https://flipkart.zoom.us/j/84230027903>
Meeting ID: 842 3002 7903
Passcode: 405458
13. In case of any concern in joining the VC meeting you are requested to reach out to Ira Shukla Sharma, Contact no: 91 9899119906 or Puja Garg, Contact no: 91 9535311551
14. Since the Extra Ordinary General Meeting will be held through VC, the route map, proxy form and attendance slip are not annexed to this Notice.
15. 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 and electronically during the meeting.

FLIPKART INTERNET PRIVATE LIMITED

By Order of the Board of Directors

For Flipkart Internet Private Limited



Puja A Garg

Company Secretary

Membership No: A26527

**Address: 104 Rathna Paradise, N R Layout, Murugeshpalya,
Near Omega Healthcare, Old Airport Road, N A L, Bengaluru,
Karnataka, 560017**



Date: 24th March 2026

Place: Bengaluru

Registered Office: Buildings Alyssa, Begonia & Clover, Embassy Tech Village,
Outer Ring Road, Devarabeesanahalli Village Bengaluru - 560103
Website: www.flipkart.com/ e-mail: regulatory@flipkart.com / Phone no- +918037786001
CIN: U51109KA2012PTC066107

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 BUSINESSES

Item No. 1

The composite scheme of arrangement (“**Scheme**”), by and amongst the Company, Flipkart Health Private Limited, Quickroutes International Private Limited, Flipkart Marketplace Private Limited, FK Myntra Holdings Private Limited, Flipkart Investments Private Limited, Klick2shop Logistics Services International Private Limited, Flippay Private Limited, Flipkart Private Limited (“**Transferor Company 8**”) and their respective shareholders and creditors (where applicable), and the Scheme becoming effective on Effective Date 2 (*as defined in the Scheme*).

The Company has entered into a shareholders’ agreement dated 14 January 2026 executed by and between, *inter alia*, the Company and certain shareholders of the Transferor Company 8, who became the shareholders of the Company with effect from Effective Date 2, ie. 20 March 2026 (“**SHA**”), the terms of which SHA needs to be incorporated in the articles of association of the Company. A copy of the restated Articles of Association is sent to the members along with this notice.

Accordingly, pursuant to Sections 5 and 14 of the Companies Act, 2013, it is proposed that the existing articles of association of the Company be substituted with the restated articles of association of the Company.

None of the Directors of the Company, the Manager or any Key Managerial Personnel or any of the relatives of the Directors, Manager or Key Managerial Personnel, has any concern or interest, financial or otherwise in the proposed business.

Accordingly, the Board recommends the resolutions at Item No. 1 of this Notice, for approval of the Shareholders by way of a special resolution.

Item No. 2

APPOINTMENT OF MR. SURESH KUMAR, DIN 11620355) AS A DIRECTOR (NON-EXECUTIVE):

A composite scheme of arrangement by and amongst: (a) the Company; (b) Flipkart Health Private Limited, Quickroutes International Private Limited, Flipkart Marketplace Private Limited, FK Myntra Holdings Private Limited, Flipkart Investments Private Limited, Klick2shop Logistics Services International Private Limited, Flippay Private Limited (collectively, “**Initial Transferor Companies**”); and (c) Flipkart Private Limited (“**Transferor Company 8**”) and their respective shareholders and creditors (where applicable) (“**Scheme**”), with respect to the amalgamation of the Transferor Company 8 with the Company (*as defined in the Scheme*) is effective from 20th March 2026 and therefore it was proposed that the Directors of Transferor Company 8 be appointed as Directors of the Company.

Accordingly, the Board of Directors at their meeting held on 20th March 2026 have appointed Mr. Suresh Kumar (DIN: 11620355) as an Additional Director of the Company with effect from 21st March 2026 and who shall hold office till the date of the ensuing Annual General Meeting of the Company.

It is proposed and recommended to the members to appoint Mr. Suresh Kumar as a Director (Non-Executive)

The disclosures as mandated under Secretarial Standards-2 are provided below:

Brief profile of Mr. Suresh Kumar (DIN: 11620355) is as under:

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FLIPKART INTERNET PRIVATE LIMITED

Age	61 years
Qualification	Bachelor's degree in engineering and a master's degree in engineering from Princeton University.
Experience	Over 33 years of experience in Technology Leadership
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	It is recommended by the Board to appoint Mr. Suresh Kumar as a Director (Non-Executive), who shall not be liable to retire by rotation. There is no proposal to pay any remuneration to Mr. Suresh Kumar
Date of First Appointment on the Board	Effective from 21st March 2026
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meetings attend during this year (i.e., calendar year 2026)	Nil
Other Directorship, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorship:</u> Nil <u>Membership/ Chairmanship of Committees of other Boards:</u> Nil

None of the Directors of the Company except Mr. Suresh Kumar, the Manager or any Key Managerial Personnel or any of the relatives of the other Directors, Manager or Key Managerial Personnel, has any concern or interest, financial or otherwise in the proposed business.

Accordingly, the Board recommends the resolutions at Item No. 2 of this Notice, for approval of the Shareholders by way of an ordinary resolution.

By Order of the Board of Directors

For Flipkart Internet Private Limited


Puja A Garg
Company Secretary
Membership No: A26527
Address: 104 Rathna Paradise, N R Layout, Murugeshpalya,
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