

FLIPKART INTERNET PRIVATE LIMITED

Date: 7th July 2025

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH (13th) ANNUAL GENERAL MEETING OF THE MEMBERS OF FLIPKART INTERNET PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, THE 10TH DAY OF JULY, 2025 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") 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 2025:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, the Reports of Board of Directors and Auditors thereon, if thought fit to pass with or without modification(s) the below resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2025 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes appended thereto along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted."

Special Business:

Item no.2

TO CONSIDER APPOINTMENT OF MR. YOGESH GUPTA (DIN: 09136934) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:

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

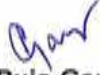
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yogesh Gupta (DIN: 09136934), who was appointed as an Additional Director and Whole time Director for a period of 5 years by the Board with effect from 26th June 2025, be and is hereby appointed as a Director and Whole time Director of the Company and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary e-Forms and documents, with Registrar of Companies, Karnataka, and to do all those acts, things, and deeds as may be necessary.

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RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are 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 Garg
Company Secretary
Membership no: 26527
Address: 104 Rathna Paradise,
N R Layout, Murugeshpalya,
Bangalore 560017



Date: 7th July 2025
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 Annual General Meeting is annexed hereto.
3. Members are requested to accord their consent pursuant to 136 of the Companies Act, 2013. The form for providing the same is enclosed.
4. The meeting is being held pursuant to 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, General Circular no. 11/2022 dated 28th December 2022, General Circular no. 09/2023 dated 25th September 2023 and General Circular no. 09/2024 dated 19th September 2024 wherever applicable, by the Ministry of Corporate Affairs ("MCA") which have permitted the Companies to hold the Annual General Meeting ("AGM") through Video Conference / Other Audio-Visual Means, without the physical presence of the Members at a common venue.
5. 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 member of the Company can appoint representatives for the purpose of exercising the rights at the meeting held through VC or OAVM.
6. 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.
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/regulatory@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/regulatory@flipkart.com
11. Login to the 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 puja.a@flipkart.com/regulatory@flipkart.com. Members can join the meeting through VC by logging into the below link: <https://meet.google.com/zzk-vxds-rmn> in case of any concern in joining the VC meeting you are requested to reach out to Puja Garg, Contact no: 9535311551
13. 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.
14. 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 electronically by the Members at the Annual General Meeting.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the Members at the Annual General Meeting.

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16. 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 Annual General Meeting and electronically at during the meeting.

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



Puja Garg

Company Secretary

Membership no: 26527

Address: 104 Port View Apartment,
N R Layout, Murugeshpalya,
Bangalore 560017



Date: 7th July 2025

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 Business

Item no.2

TO CONSIDER THE APPOINTMENT OF MR. YOGESH GUPTA (DIN: 09136934) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY:

Mr. Yogesh Gupta (DIN: 09136934) was appointed as an Additional Director and Whole time Director of the Company pursuant to Section 152 and 161 of the Companies Act, 2013 ("the Act") w.e.f. 26th June 2025 who shall hold the office till the date of ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting.

Hence, the Board of Directors on 7th July 2025 have recommended to the members of the Company, the appointment of Mr. Yogesh Gupta (DIN: 09136934) as a Director and Whole Time Director of the Company.

Brief profile of Mr. Yogesh Gupta (DIN: 09136934) as required under the secretarial standard – 2 is as under:

Age	47 years
Qualification	Chartered Accountant
Experience	24 years
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	Appointed as Additional Director and Whole Time Director. The current proposal is for confirmation of the appointment as Director and Whole Time Director by the members of the Company. Remuneration sought to be paid and the remuneration last drawn by such person: as per employment contract with the Company
Date of First Appointment on the Board	26 th June 2025
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attended during this year (calendar year 2025)	1 (One)
Other Directorship, Membership/ Chairmanship of Committees of other Boards	Directorship: Flipkart Health Limited

Accordingly, your Board recommends passing the resolution set out in Item No. 2 as an Ordinary resolution.

Interest of Directors / KMP, etc.

None of the Directors of the Company except Mr. Yogesh Gupta 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 item.

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


Puja Garg

Company Secretary

Membership no: 26527

Address: 104 Port View Apartment,
N R Layout, Murugeshpalya,
Bangalore 560017



Date: 7th July 2025

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

(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 Re. 1 each and ____ Class B Equity Shares of Rs. 21,082.10 each (retain as applicable) in the Company in our own name, hereby give consent to circulate the Financial Statements of the Company for the financial year ended March 31, 2025, for less than twenty-one (21) days as required under the provisions of Section 136 of the Companies Act, 2013.

For Member

Authorized Signatory

Date: