

FLIPKART INTERNET PRIVATE LIMITED

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 AT A SHORTER NOTICE ON THURSDAY, 5TH JUNE, 2025 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 – TO APPROVE MODIFICATION OF LIMITS FOR EXTENDING LOANS OR INVESTMENTS AND GIVING GUARANTEES OR PROVIDING SECURITY IN CONNECTION WITH A LOAN UNDER SECTION 186 OF THE COMPANIES ACT 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby accorded for [i] making loans to any person or other bodies corporate; [ii] giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and [iii] acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, for a sum of money not exceeding Rs. 23000,00,00,000/- (Rupees Twenty Three Thousand Crores only), outstanding at any point of time, in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the aforesaid loans/investments may be made by the Company out of internal accruals or borrowings or in such manner and in such proportion as the Board thinks appropriate provided that in case of loans, the interest rate shall not be lower than that prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions.

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RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to provide the certified copy of this resolution to any person or authority(ies) as may be required from time to time.”

By Order of the Board of Directors

For Flipkart Internet Private Limited

Nishitkumar Mukeshkumar Mehta

Whole-Time Director

DIN: 10720049

Address: F1702 Salarpuria Sattva Greenage
Apartments, Hosur Road, Bommanahalli,
Bangalore 560068, India

Date: 4th June 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 Extra-ordinary General Meeting is annexed hereto.
3. Members are requested to accord their consent pursuant to Section 101 of the Companies Act, 2013, for holding the Extra-ordinary General Meeting at a shorter notice. The form for providing the same is enclosed.
4. The meeting is being held pursuant to 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, 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 Extra Ordinary General Meeting ("EGM") 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 Extra Ordinary 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 Extra Ordinary 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
13. Members can join the meeting through VC by logging into the below link: <https://meet.google.com/pzj-knbw-swr> in case of any concern in joining the VC meeting you are requested to reach out to Puja Garg Contact no: 9535311551
14. 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.

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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 at during the meeting.

By Order of the Board of Directors

For Flipkart Internet Private Limited

Nishitkumar Mukeshkumar Mehta

Whole-Time Director

DIN: 10720049

Address: F1702 Salarpuria Sattva Greenage
Apartments, Hosur Road, Bommanahalli,
Bangalore 560068, India

Date: 4th June 2025

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 make optimum use of the funds available with the Company and for strategic financial investments in other businesses, for extending loans and/or giving guarantees to other corporates or providing security in connection with a loan, approval of the Board at their meeting held on 3rd June 2025 accorded to enhance the limits for these purposes upto Rs.23000,00,00,000/- (Rupees Twenty Three Thousand Crores only).

In accordance with the provisions of section 186 of the Act, it would be necessary to obtain approval of the members by way of a special resolution for [i] making loans to any person or other bodies corporate; [ii] giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and [iii] acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of (a) 60% of the paid-up share capital and free reserves and securities premium account; or (b) 100% of the free reserves and securities premium account; whichever is higher.

Accordingly, the consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate up to Rs. 23,000 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No. 1 of this Notice.

Interest of Directors / KMP, etc.

None of the Directors of the Company, 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.

Accordingly, the Board recommends passing the Resolutions set out in Item No. 1 of this Notice as a Special Resolution

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

Nishitkumar Mukeshkumar Mehta
Whole-Time Director
DIN: 10720049
Address: F1702 Salarpuria Sattva Greenage
Apartments, Hosur Road, Bommanahalli,
Bangalore 560068, India

Date: 4th June 2025
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
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 pursuant to Section 101 (1) of the Companies Act, 2013 to hold the Extra-Ordinary General Meeting ("EOGM") of the Company on _____ day _____ 2025 at _____ at shorter notice.

For **Member**

Authorized Signatory

Date: