

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 WEDNESDAY, 9 APRIL, 2025 AT 5.00 P.M. IST THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1 - TO WITHDRAW THE APPROVAL ON REDUCTION IN SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 66 and 52 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder together with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ('NCLT RSC Procedure Rules') and Articles of Association of the Company, the approval of the members be and is hereby accorded to withdraw the proposal of Capital reduction by utilizing the securities premium account to set off the accumulated losses of the Company as approved by the members at the Extra-ordinary General Meeting held on 24th February, 2023.

RESOLVED FURTHER THAT any of the Directors 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.

RESOLVED FURTHER THAT any of the Directors 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."

ITEM NO 2: TO APPROVE THE INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION 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 Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read together with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force), and the articles of association of the Company, approval of the members be and are hereby accorded for increase in the authorized share capital of the Company from Rs. 924,19,20,000 (Rupees Nine Hundred and Twenty-Four Crore Nineteen Lakh Twenty Thousand) divided into

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- 164,11,53,786 (One Hundred and Sixty Four Crore Eleven Lakh Fifty Three Thousand Seven Hundred And Eighty Six) Class A Equity shares of Rs. 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),
- 1,23,340 (One Lakh Twenty Three Thousand Three Hundred And Forty) Class B Equity shares of Rs. 21,082.10 /- (Rupees Twenty One Thousand Eighty Two And Paise Ten Only) each aggregating to Rs. 260,02,66,214/- (Rupees Two Hundred and Sixty Crore Two Lakh Sixty Six Thousand Two Hundred And Fourteen Only),
- 49,42,85,000 (Forty Nine Crore Forty Two Lakh Eighty Five Thousand) Equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 4,94,28,50,000/- (Rupees Four Hundred and Ninety-Four Crores Twenty-Eight Lakhs Fifty Thousand Only),
- 5,00,000 (Five Lakh) Cumulative Preference Shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 50,00,000/- (Rupees Fifty Lakh Only),
- 52,40,000 (Fifty-Two Lakh and Forty Thousand) 7% Cumulative Redeemable and Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 5,24,00,000/- (Rupees Five Crore Twenty Four Lakhs Only), and
- 25,000 (Twenty Five Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,50,000/- (Rupees Two lakh Fifty Thousand Only) to

Rs. 273,23,28,21,746/- (Rupees Twenty Seven Thousand Three Hundred and Twenty Three Crore Twenty Eight Lakh Twenty One Thousand Seven Hundred and Forty Six only) by creation of additional 137,87,71,602 Class A Equity Shares of Re. 1 each and 12,456,640 Class B Equity Shares of Rs. 21,082.10 each

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications and re-enactment, for the time being in force), the approval of the members be and is hereby accorded to substitute Clause V of the memorandum of association with the following:

V. The share capital of the Company is Rs. 273,23,28,21,746/- (Rupees Twenty Seven Thousand Three Hundred and Twenty Three Crore Twenty Eight Lakh Twenty One Thousand Seven Hundred and Forty Six only) divided into:

- a) 301,99,25,388 (Three Hundred One Crore Ninety Nine Lakh Twenty Five Thousand Three Hundred and Eighty Eight) Class A Equity shares of Rs. 1 (Rupee one only) each aggregating to Rs. 301,99,25,388/- (Rupees Three Hundred One Crore Ninety Nine Lakh Twenty Five Thousand Three Hundred and Eighty Eight only),
- b) 1,25,79,980 (One Crore Twenty Five Lakh Seventy Nine Thousand Nine Hundred and Eighty) Class B Equity shares of Rs. 21,082.10 /- (Rupees Twenty One Thousand Eighty Two And Paise Ten Only) each aggregating to Rs. 265,21,23,96,358/- (Rupees Twenty Six Thousand Five Hundred and Twenty One Crore Twenty Three Lakh Ninety Six Thousand Three Hundred and Fifty Eight only),
- c) 49,42,85,000 (Forty Nine Crore Forty Two Lakh and Eighty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 494,28,50,000 (Rupees Four Hundred Ninety Four Crore Twenty Eight Lakh and Fifty Thousand only),
- d) 5,00,000 (Five Lakh) Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 50,00,000/- (Rupees Fifty Lakh Only)

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- e) 52,40,000 (Fifty Two Lakh and Forty Thousand) 7% Cumulative Redeemable and Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 5,24,00,000/- (Rupees Five Crore Twenty Four Lakh only), and
- f) 25,000 (Twenty Five Thousand) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only).

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company be and are hereby jointly and/or severally authorized on behalf of the Company, to sign (including digitally sign) and file necessary eForms with the Registrar of Companies, to do all such acts, deeds, matters and things as in their absolute discretion, they may consider necessary, expedient or desirable while giving effect to this resolution.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company be and are hereby jointly and/or severally authorized to sign and issue a copy of the above resolution, certified to be true, to the concerned authorities and parties.”

ITEM NO.3 — TO APPROVE THE ISSUE OF BONUS SHARES

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

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and Foreign Exchange Management Act, 1999, consent of the members of the Company be and is hereby accorded to the Board for capitalization of the Securities Premium account of the Company, for a sum not exceeding Rs.265,52,20,94,963.30 (Rupees Twenty-Six Thousand Five Hundred and Fifty Two Crores Twenty Lakhs Ninety Four Thousand Nine Hundred Sixty Three and Paise Three Zero), for issuance of (a) 101 Class A Equity bonus shares of Rs. 1 each, for every 1 existing Class A Equity Shares held by the members, and (b) 101 Class B Equity Bonus Shares of Rs. 21082.10 each, for every 1 existing Class B Equity Share held by the members, credited as fully paid up shares to the holders of the existing equity shares of the Company as on 7th April, 2025. (“Record Date”).

RESOLVED FURTHER THAT the bonus shares to be allotted shall rank in all respects pari passu with the existing Class A Equity Shares and Class B Equity shares of the Company with a right to participate in dividends, if any, to be declared after the date of allotment of these bonus shares.

RESOLVED FURTHER THAT any of the Directors 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.

RESOLVED FURTHER THAT any of the Directors 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.”

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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 Rathna Paradise,
N R Layout, Murugeshpalya,
Bangalore 560017

Date: 7th April, 2025
Place: Bengaluru

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 this 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

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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: meet.google.com/fpn-cqti-aew 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.
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

Puja Garg
Company Secretary
Membership no: 26527
Address: 104 Port View Apartment,
N R Layout, Murugeshpalya,
Bangalore 560017

Date: 7th April, 2025
Place: Bengaluru

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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:

TO WITHDRAW THE APPROVAL ON REDUCTION IN SHARE CAPITAL OF THE COMPANY

The Board of Directors of the Company had earlier approved the reduction of share capital by utilizing the securities premium account to set off the accumulated losses of the Company at its Board meeting held on 21st February 2023 and the shareholders' had approved through an Extra-Ordinary General meeting held on 24th February 2023. However, no application to the National Company Law Tribunal (NCLT) was made on the reduction and pursuant to internal discussions, it is now proposed to withdraw/cancel the said resolution.

Accordingly, the Board has approved and recommended to withdraw the resolution at its meeting held on 7th April, 2025. Approval of the shareholders by way of ordinary resolution is required to withdraw the earlier resolution passed for reduction in share capital.

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 an Ordinary Resolution

ITEM NO. 2:

TO APPROVE THE INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to accommodate the Bonus shares to the shareholders of the Company, the Board of Directors at its meeting held on 7th April, 2025 recommended to increase the authorized share capital of the Company from Rs. 924,19,20,000 to Rs. 273,23,28,21,746/- (Rupees Twenty Seven Thousand Three Hundred and Twenty Three Crores Twenty Eight Lakhs Twenty One Thousand Seven Hundred and Forty Six only) by creation of additional 137,87,71,602 Class A Equity Shares of Re. 1 each and 12,456,640 Class B Equity Shares of Rs. 21,082.10. each

Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital.

Pursuant to section 13, 61 and 64 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required for increase in the authorised share capital and consequent amendment to the Memorandum of Association.

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. 2 of this Notice as an Ordinary Resolution.

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ITEM NO. 3:

TO APPROVE THE ISSUE OF BONUS SHARES

As a part of the capital restructuring, the Company intends to capitalize the securities premium account for a sum not exceeding Rs. Rs.265,52,20,94,963.30 (Rupees Twenty-Six Thousand Five Hundred and Fifty Two Crores Twenty Lakhs Ninety Four Thousand Nine Hundred Sixty Three and Paise Three Zero) and issue bonus share to the shareholders of the Company. Accordingly, the Board at their meeting held on 7th April, 2025, has approved and recommended to issue fully paid up bonus shares to the shareholders of the Company as on 7th April, 2025 ("Record date") in the following manner:

- (a) 101 Class A Equity bonus shares of Rs.1 each, for every 1 existing class A equity shares held by the members, and
- (b) 101 Class B Equity bonus shares of Rs. 21082.10 each, for every 1 existing Class B Equity shares held by the members.

Pursuant to the provision of section 63 of the Companies Act, 2013, the approval of the shareholders by way of an ordinary resolution is required for issuance of bonus shares.

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. 3 of this Notice as an Ordinary Resolution

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 April, 2025
Place: Bengaluru