

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

Buildings Alyssa, Begonia & Clover,
Embassy Tech Village, Outer Ring Road,
Devarabeesanahalli Village Bengaluru
Bangalore
Karnataka
560102

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	69
2	H	Transport and storage	H6	Warehousing and storage	31

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Flipkart Marketplace Private Li		Holding	99.81
2	LIV ARTIFICIAL INTELLIGENCE P	U72200KA2015PTC080075	Subsidiary	85.66
3	WEHIVE TECHNOLOGIES PRIVA	U52100KA2014PTC077754	Associate	32
4	EASYREWARDZ SOFTWARE SEI	U72900HR2017PTC070374	Associate	21.73
5	SHADOWFAX TECHNOLOGIES	U72300DL2015PTC279342	Associate	15.06
6	SCAPIC INOVATIONS PRIVATE I	U72900KA2017PTC102142	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,641,277,126	24,753,190	24,753,190	24,753,190
Total amount of equity shares (in Rupees)	4,241,420,000	2,624,748,496.3	2,624,748,496.2	2,624,748,496.2

Number of classes

2

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class A Equity Shares				
Number of equity shares	1,641,153,786	24,629,857	24,629,857	24,629,857
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,641,153,786	24,629,857	24,629,857	24,629,857
Class B Equity Shares				
Number of equity shares	123,340	123,333	123,333	123,333
Nominal value per share (in rupees)	21,082.1	21,082.1	21,082.1	21,082.1
Total amount of equity shares (in rupees)	2,600,266,214	2,600,118,639.3	2,600,118,639.2	2,600,118,639.2

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	19,340,819	4,822,059	24162878	2,624,158,1	2,624,158,	
Increase during the year	590,312	0	590312	590,312	590,312	12,677,540,4
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	590,312	0	590312	590,312	590,312	12,677,540,4
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	19,931,131	4,822,059	24753190	2,624,748,4	2,624,748,	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
---	--

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
----------------------------	--

Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
---	--	---	--

Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

78,404,051,676

(ii) Net worth of the Company

9,028,193,019

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	24,753,190	100	0	
10.	Others	0	0	0	
	Total	24,753,190	100	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	0	1	1	0	0
(i) Non-Independent	3	0	1	1	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	0	1	1	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

2

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIVEK SUBRAMANIAN	02470016	Whole-time director	0	
JONATHAN MARSHAL	09075331	Additional director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Gopi Krishna Obulam	07986644	Whole-time director	03/04/2020	Resignation as Whole-time Director
Jonathan Marshall Collin	09075331	Additional director	05/03/2021	Appointment as Additional Director
Dawn Marie Ptak	08423978	Whole-time director	17/03/2021	Resignation as Whole-time Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	30/06/2020	2	2	100
Annual General Meeting	13/11/2020	2	2	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2020	2	2	100
2	20/07/2020	2	2	100
3	10/11/2020	2	2	100
4	24/11/2020	2	2	100
5	16/12/2020	2	2	100
6	05/03/2021	2	2	100

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/11/2021
								(Y/N/NA)
1	VIVEK SUBR	6	6	100	0	0	0	No
2	JONATHAN M	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	VIVEK SUBRAMAN	Whole-time Dire	25,854,545	0	35,254,642	0	61,109,187
2	DAWN MARIE PTA	Whole-time Dire	0	0	0	0	0
	Total		25,854,545	0	35,254,642	0	61,109,187

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRATHIBHA PRIYA M R

Whether associate or fellow

 Associate Fellow

Certificate of practice number

11362

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

BR 14

dated

26/08/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIVEK
SUBRAMAN
IAN

DIN of the director

02470016

To be digitally signed by

Puja
Garg

Company Secretary

Company secretary in practice

Membership number

26527

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

FKN list of Shareholders.pdf
FKN - Form MGT 8 - 2020-21.pdf
Clarification letter on Class B equity share.

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

FLIPKART INTERNET PRIVATE LIMITED

List of Shareholders of Flipkart Internet Private Limited as on 31st March 2021

Sl. No.	Name of Shareholder	Address	DP Id/ Client Id / Folio Number	Type of Shares	No. of Shares held	Amount per share (Rs.)	% of shares held
1	Flipkart Marketplace Private Limited	80 Robinson Road, #02-00 Singapore 068898	IN300394 / 19309682 / 04	Class- A Equity Shares	24,579,179	1	99.30
2	Flipkart Private Limited	80 Robinson Road, #02-00 Singapore 068898	IN300394 / 19309674 / 05	Class- A Equity Shares	50,678	1	0.20
3	Flipkart Private Limited	80 Robinson Road, #02-00 Singapore 068898	IN300394 / 19309674 / 05(B)	Class- B Equity Shares	123,333	21082.10	0.50
Total					2,47,53,190		100.00

For Flipkart Internet Private Limited

**VIVEK
SUBRAMANIA
N**

**Vivek Subramanian
Wholetime Director**

DIN: 02470016

**Address: H 204, RNA Regency Park,
MG Road, Kandivali West,
Mumbai-400067, Maharashtra.**

Digitally signed by VIVEK SUBRAMANIAN
DN: c=IN, o=Personal,
2.5.4.20=2a8e0a30ea33493585d3e7ad024f9bd7cd13
c9ed350ca14220a77befaf68e61, postalCode=400067,
st=MAHARASHTRA,
serialNumber=05bc523ce19677c9e934e404481a04a
e321761c357a09969e260ac447b4a9, cn=VIVEK
SUBRAMANIAN, I=MUMBAI, title=8320,
pseudonym=832020210728185743384,
email=VIVEK.SUBRAMANIAN@FLIPKART.COM
Date: 2022.01.28 11:41:21 +05'30'

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



FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Flipkart Internet Private Limited**, bearing Corporate Identification Number (CIN) U51109KA2012PTC066107 (**“the Company”**), as required to be maintained under the Companies Act, 2013 (**“the Act”**) and the rules made thereunder and the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on March 31, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year:
1. The Company has complied with provisions of the Act & the rules made thereunder in respect of its status under the Act as mentioned against each point in this Certificate below.
 2. The Company has maintained all the registers, as required under the provisions of the Act and rules made thereunder and all the entries therein have been duly recorded within the time prescribed therefor.
 3. The Company has duly filed the forms and returns with the Registrar of Companies, Karnataka, (**“the ROC”**), Regional Director, Central Government, the Tribunal, court, and other authorities, wherever applicable, as required under the Act and the rules made there under, within the prescribed time.
 4. The Company had called / convened and held the meetings of the Board of Directors and meetings of the members of the Company on due dates as stated in the annual return, in respect of which meetings, proper notices were given, and the proceedings including the circular resolutions passed were properly recorded in the Minutes Book maintained for the purpose and the same have been signed.

With respect to the Board Meetings and General Meetings, the Company has generally complied with the Secretarial Standards notified by the Institute of Company Secretaries of India (ICSI) as required under Section 118(10) of the Act *except for Standard 7.1 of the Secretarial Standard - 2 on the General Meetings w.r.t Proposing a Resolution at a Meeting in two instances and Standard 7.6 of the Secretarial Standard – 1 on the Meetings of the Board of Directors w.r.t signing and dating the Minutes in one instance.*



5. There was no occasion for the Company to close its Register of Members.
6. The Company has not given loans to its directors and/or to the persons or firms or companies as referred in section 185 of the Act.
7. All the transactions entered in to by the Company with its related parties were in the ordinary course of business and on an arm's length basis. Therefore, the compliance with the provisions of Section 188 of the Act is not applicable.
8. i] The Company has issued and allotted class A equity shares on rights basis to the existing shareholders as detailed in the table below:

Sl. No	Name of the Shareholder	Date of Allotment	Number of Shares Allotted
1	Flipkart Marketplace Private Limited, Singapore	15/04/2020	2,76,023
2	Flipkart Marketplace Private Limited, Singapore	29/04/2020	3,12,080
3	Flipkart Private Limited, Singapore		2,209

With respect to the aforesaid issue and allotment of shares, the Company has taken necessary approval from the Board of Directors, has complied with the provisions of Section 62 and other applicable provisions of the Act, has filed necessary returns with the ROC, issued share certificates and has made necessary entries in the statutory register as required under the Act.

ii] The Company has altered the authorised share capital by reclassifying the unissued Class B Equity Share capital into Class A Equity share capital and has altered the clause V of the Memorandum of Association.

With respect to the aforesaid reclassification, the Company has taken necessary approval from the Board of Directors, members and has complied with the provisions of the applicable provisions of the Act and has filed the necessary returns with the ROC.

iii] The Company has not received any request for recording transfer or transmission of shares / has approved buy-back of securities/ conversion of shares / securities / has approved any reduction of share capital. The Company has not issued preference shares / debentures; hence redemption of the same is not applicable.

9. There was no necessity for the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.



10. The Company has not declared any dividend/interim dividend during/for the said financial year. Hence, the question of depositing the dividend amount in a separate account and transfer of unpaid / unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act is not applicable.
11. The audited financial statements of the Company and the report of Board of Directors and its annexures are signed as required under Section 134 the Act and the rules made thereunder.
12. i] The Board of Directors of the Company is properly constituted.
- ii] The following changes took place in the Board:

Sl. No.	Name of the Director	Change	Effective Date
1	Gopi Krishna Obulam	Resignation as a director	03/04/2020
2	Jonathan Marshall Collins	Appointment as an Additional Director	05/03/2021
3	Dawn Marie Ptak	Resignation as a director	18/03/2021

With respect to the above changes to the Board, the Company has complied with the applicable provisions of the Act and has filed necessary forms with the ROC, wherever applicable and has made necessary entries in the statutory registers maintained.

- iii] There was no re-appointment / retirement / filling up casual vacancies of directors.
- iv] The Company has received disclosures from all the directors of the Company and the same were taken note at the Board Meeting as required under the Act and has made necessary entries in the statutory register.
- v] The Company has paid remuneration to the Whole-time Director and Company Secretary as per the terms of employment.
13. Pursuant to the provisions of section 139(2) of the Act, the Company has appointed M/s. S.R. Batliboi and Associates LLP, Chartered Accountants [ICAI Firm Registration No. 101049W / E300004], as the statutory auditors of the Company at the seventh annual general meeting held on September 30, 2019, for a period of 3 (three) years to hold office till the conclusion of tenth annual general meeting of the Company.
14. i] The Board of Directors of the Company has approved the following:



[a] Scheme of Amalgamation ("Scheme") of Mintkart India Private Limited (Transferor Company) with the Company on November 24, 2011, with Appointed Date as April 1, 2021. A first motion application has been filed before Hon'ble National Company Law Tribunal (NCLT), Bengaluru on March 11, 2021, and the matter is pending for hearing / approval.

[b] Scheme of Amalgamation ("Scheme") of Jade Eservices Private Limited (Transferor Company) with the Company on November 24, 2011, with Appointed Date as April 1, 2021. A first motion application has been filed before Hon'ble National Company Law Tribunal (NCLT), Bengaluru on March 9, 2021, and the matter is pending for hearing / approval.

[c] Scheme of Amalgamation ("Scheme") of Liv Artificial Intelligence Private Limited (Transferor Company) with the Company on December 16, 2020, with Appointed Date as April 1, 2021. A joint first motion application has been filed before Hon'ble National Company Law Tribunal (NCLT), Bengaluru on March 16, 2021, and the matter is pending for hearing / approval.

ii] The Company had no occasion to take the approval from the Central Government, Regional Director, Registrar, court, or such other authorities under the provisions of the Act.

15. The Company has not accepted any deposits. Hence, renewal / repayment of the same is not applicable.

16. i] The Company has availed various unsecured fund-based and non fund-based facilities from the Banks. Hence, the creation / modification of charge is not applicable.

ii] The Company has borrowed various unsecured inter-corporate loans from fellow subsidiary companies, upon obtaining necessary approvals from the Board of Directors as required under section 179(3) of the Act.

iii] The Company has not borrowed from its directors, members, public financial institutions, and others.

17. i] The Company has provided unsecured intercorporate loans and has made investments in other bodies corporates after taking necessary approvals from the Board of Directors as required under section 179(3) of the Act and such loans given are within the limits specified under Section 186 of the Act.

ii] The Company has not given any guarantee or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.



18. The Company has altered the provisions of the Memorandum of Association and Articles of Association after taking necessary approvals as required under the Act and has complied with the applicable provisions of the Act.

For **Prathibha Priya & Associates**
Company Secretaries
FRN: S2016KR445700

PRATHIBHA PRIYA
MYSORE
RAGHUVVEER

Digitally signed by PRATHIBHA PRIYA MYSORE RAGHUVVEER
DN: c=IN, o=Personal,
2.5.4.20=e2f8a2ab3514f69154aeed103e9be22c1d421c3056a28
761fbabb3fa11326443, postalCode=560062, st=KARNATAKA,
serialNumber=10f607a79c27d721aa077706cb68da17ec0915b7
eca31b590a4a56a98f77002, cn=PRATHIBHA PRIYA MYSORE
RAGHUVVEER, h=BENGALURU, title=8396,
pseudonym=839620210609185329051,
email=PRATHIBHAPRIYACS@GMAIL.COM
Date: 2022.01.28 12:05:07 +05'30'

M. R. PRATHIBHA PRIYA
Proprietor
M. No: 20871; C. P. No. 11362
UDIN: A020871C002314184

Date : January 28, 2022
Place : Bengaluru

FLIPKART INTERNET PRIVATE LIMITED

January 28, 2022

The Registrar of Companies (ROC), Karnataka
Ministry of Corporate Affairs
E' Wing, 2nd Floor, Kendriya Sadana,
Kormangala, Bangalore-560034, Karnataka.

Dear Sir,

Ref: The details entered in e-form MGT-7 under point IV (i)(a) and point IV (i)(d)

This is to bring to your notice that under point IV (i)(a) 'Total amount of equity shares (in rupees) in the e-form MGT-7, we are unable to enter the actual amount of Subscribed and Paid-up Share Capital of the Company as Rs.2,624,748,496.3/- as the e-form is not accepting the decimal '.3'. Hence, we have entered Rs. 2,624,748,496.2/- instead of Rs.2,624,748,496.3/-.

Also, in order to ensure completion of auto verification in the e-form, the paid-up amount under point IV (i)(d) has been changed to Rs. 2,624,158,184.2 in place of 2,624,158,184.3.

Request your good office to take note of the fact and register the form.

Thanking you,
Very truly yours,

For, Flipkart Internet Private Limited

**Puja
Garg**

Digitally signed by Puja Garg
DN: c=IN, o=Personal,
2.5.4.20=9efe0806523d6aede01f44930
375045ba1c4c2d6dce50af191f36c07a1
af7f16, postalCode=560017,
st=Karnataka,
serialNumber=a2addd7b2948d24256ff
7acd87d827c626dd359cacfd0161009
562d0ea02c46, cn=Puja Garg
Date: 2022.01.28 11:37:21 +05'30'

Puja Garg

Company Secretary

Membership No: A26527

Address: No 104 Port View Apartment,
9 N R Layout, Murugeshpalya,
Near Omega Health care,
Bengaluru 560017, Karnataka.

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