

# FLIPKART FINANCE PRIVATE LIMITED

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Date: 16<sup>th</sup> July 2025

To  
The Members,  
The Directors  
The Auditors

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that **Fourth Annual General Meeting ("AGM")** of Flipkart Finance Private Limited ("**Company**") will be held through video conferencing ("**VC**") / other audio-visual means ("**OAVM**") on **Tuesday, 22<sup>th</sup> July 2025 at 01:00 PM [IST]** and the venue of the meeting will be deemed to be registered office of the Company situated at 447/C & 447/C-1, 1st A Cross, 12 Main Rd, 4th Block, Koramangala, Bangalore-560034, Karnataka to transact the following business.

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### **Ordinary Business:**

#### **Item no.1**

#### **To receive, consider and adopt the 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 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 approve the appointment of Mr. Nishant Kurup (DIN: 10977376), as Director [Non-Executive] of the Company.**

To consider the appointment of Mr. Nishant Kurup (DIN: 10977376), as Director [Non-Executive] of the Company, 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 Sections 149, 152, 161 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. Nishant Kurup (DIN: 10977376), who was appointed as an Additional Director (Non- Executive) by the Board with effect from 5<sup>th</sup> June 2025 , be and is hereby appointed as a Director (Non-executive) of the Company.

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

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the resolution to all concerned."

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**Registered office :** 447/C & 447/C-1, 1st A Cross, 12 Main Rd, 4th Block, Koramangala, Bangalore-560034

**CIN:** U65990KA2021FTC151031 | **Email** - regulatory@flipkart.com | regulatory@flipkartfinance.com

**Phone No:** +91-9741351008

# FLIPKART FINANCE PRIVATE LIMITED

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By order of the Board of Directors  
For **Flipkart Finance Private Limited**

**VISHAL  
AHUJA**

Digitally signed by  
VISHAL AHUJA  
Date: 2025.07.16  
15:33:16 +05'30'

**Vishal Ahuja**

**Whole-time Director & CEO**

**DIN: 09293705**

Address: Sec-31, Nr Om Sweet, Gurgaon  
NCR -122002, Haryana.

Date: 16<sup>th</sup> July 2025

Place: Bengaluru

## **NOTES:**

### **A. AVAILABILITY OF VIDEO CONFERENCE FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances, the Ministry of Corporate Affairs (MCA) 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. 02/2022 dated 05 May, 2022, General Circular no. 10/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and General Circular no. 09/2024 dated 19th September 2024 and all other relevant circulars, notifications, guidelines ("MCA Circulars") issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India ("MCA"), companies are allowed to convene their AGMs through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the members at a common venue. Hence, in accordance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The members are requested to attend and participate in the AGM through VC/OAVM. In accordance with the Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Accordingly, the general circulars mentioned above allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the video conferencing facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Ordinary/Special Business concurrently during the Annual General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at [vishu.malles@flipkart.com](mailto:vishu.malles@flipkart.com) ('**Designated Email**').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.

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**Registered office :** 447/C & 447/C-1, 1st A Cross, 12 Main Rd, 4th Block, Koramangala, Bangalore-560034

**CIN:** U65990KA2021FTC151031 | **Email** - [regulatory@flipkart.com](mailto:regulatory@flipkart.com) | [regulatory@flipkartfinance.com](mailto:regulatory@flipkartfinance.com)

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## FLIPKART FINANCE PRIVATE LIMITED

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3. The facility for attending this meeting shall be opened before 15 minutes of the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of Members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 and Section 113 of the Companies Act, 2013.
5. The members present shall elect the Chairman on show of hands.
6. Where Poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
7. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
8. Relevant documents pertaining to the Ordinary/Special Business will be made available to the Member either through notice or electronically upon sending a request at the Designated Email.
9. Members can join the meeting through VC by logging into the below hangout link: <https://meet.google.com/oyu-hmqc-nrf> in case of any concern in joining the VC meeting you are requested to reach out to [vishu.malles@flipkart.com](mailto:vishu.malles@flipkart.com)
10. Since the Annual General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slips are not annexed to this Notice.
11. 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 by the Members at the Annual General Meeting electronically in the meeting / physical inspection at the registered office of the Company.
12. 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 [vishu.malles@flipkart.com](mailto:vishu.malles@flipkart.com)
13. Members are requested to record their attendance when the Chairman calls for it.
14. All documents mentioned in this notice are available for inspection during 9 am to 6 p.m. on all business days and at the Annual General Meeting.

### **B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email along with the Notice.

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at contact number **+91-9902577631** or write to [vishu.malles@flipkart.com](mailto:vishu.malles@flipkart.com) to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 Hours before the meeting to enable us to assist you effectively.

# FLIPKART FINANCE PRIVATE LIMITED

By order of the Board of Directors  
For, Flipkart Finance Private Limited

**VISHAL AHUJA**  
Digitally signed by  
VISHAL AHUJA  
Date: 2025.07.16  
15:33:31 +05'30'

**Vishal Ahuja**  
**Whole time Director & CEO**  
**DIN: 09293705**  
Address: Sec-31, Nr Om Sweet, Gurgaon  
NCR -122002, Haryana.

Date: 16<sup>th</sup> July 2025  
Place: Bengaluru

## **Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business proposed to be transacted at the Annual General Meeting**

### **Item No.2**

Mr. Nishant Kurup (DIN: 10977376), was appointed as an Additional Director (Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") w.e.f. 5<sup>th</sup> June 2025

As per Section 152 (2) of the Act, every director shall be appointed by the Company in the General Meeting. Further, as per Section 161 (1) of the Act, the articles of the Company may confer on its Board of Directors the power to appoint an Additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Accordingly, Mr. Nishant Kurup (DIN: 10977376), will be holding the office till the conclusion of the ensuing Annual General Meeting.

In this regard, the Board of Directors, through circular resolution passed on 16<sup>th</sup> July 2025, have recommended to the members of the Company the appointment of Mr. Nishant Kurup (DIN: 10977376), as a Director (Non-executive) of the Company.

Details of Director	
Age	45 Years
Qualification	PGDMB
Experience	22 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 (Non-Executive). The Current proposal is to regularize his appointment as a Director (Non- Executive). Remuneration sought to be paid by the Company: NIL
Date of First Appointment on the Board	5 <sup>th</sup> June 2025
Shareholding in the Company	Nil
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2025)	2 (Two)
Other Directorship, Membership/ Chairmanship of Committees of other Boards	Nil

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## FLIPKART FINANCE PRIVATE LIMITED

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Your Board recommend for passing the resolution set out in Item No. 2 as ordinary resolution.

**Interest of Directors / KMP, etc.**

None of the Director of the Company 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 business except Mr. Nishant Kurup (DIN: 10977376), who is deemed interested in this resolution.

**By order of the Board of Directors**

**For** Flipkart Finance Private Limited

**VISHAL**  
**AHUJA**

Digitally signed  
by VISHAL AHUJA  
Date: 2025.07.16  
15:33:43 +05'30'

**Vishal Ahuja**

**Wholetime Director & CEO**

**DIN:** 09293705

Address: Sec-31, Nr Om Sweet, Gurgaon  
NCR -122002, Haryana.

Date: 16<sup>th</sup> July 2025

Place: Bengaluru