

FLIPKART FINANCE PRIVATE LIMITED

Date: 18th November, 2022

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FLIPKART FINANCE PRIVATE LIMITED ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON MONDAY, THE 21ST DAY OF NOVEMBER 2022 AT 11.30 AM. THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESS THE VENUE OF THE MEETING WILL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY

Special Business:

Item No. 1

APPROVAL FOR INCREASE IN THE AUTHORISED 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 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company"

ITEM NO. 2

ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause 5 of the Memorandum of Association of the Company with the following clause:

5th - The Authorized Share Capital of the company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take necessary steps to give effect to the increase in the Authorized Share Capital and alteration of the Memorandum of Association of the Company and to do all such acts, deeds and

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

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

Phone No: +91-9741351008

FLIPKART FINANCE PRIVATE LIMITED

things, as may be required, including filing of necessary e-forms, returns with the Registrar of Companies, in this regard."

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

ELUPPAI
ASTHAGIRI
KARTHIKEYAN

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ASTHAGIRI KARTHIKEYAN
Date: 2022.11.18 13:29:15
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E.A. Karthikeyan
Company Secretary
Membership No.: F6779
Registered Office: 447/C & 447/C-1, 1st A
Cross, 12 Main Rd, 4th Block, Koramangala,
Bangalore-560034

Date: 18th November, 2022
Place: Bengaluru

NOTES:

1. **The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), in respect of the Special Business- es to be transacted at the Extra-Ordinary General Meeting is annexed hereto.**
2. **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 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, General Circular no. 19/2021 dated 8th December 2021, General Circular no. 21/2021 dated 14th December 2021 and General Circular no. 02/2022 dated 5th May 2022 wherever applicable, which dispensed the physical attendance of members. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.**
3. **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.**
4. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circulars have permitted the holding of 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. Members are requested to keep their copy of this Notice during the Meeting.
6. Members are requested to record their attendance when the Chairman calls for it.
7. 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 karthikeyan.ea@flipkart.com
8. 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 karthikeyan.ea@flipkart.com

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9. Login to the meeting through VC/OAVM shall start 15 mins before the scheduled time of the meeting.
10. 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 karthikeyan.ea@flipkart.com
11. Members can join the meeting through VC by logging into the below link: <https://meet.google.com/pqr-sbfj-fej> In case of any concern in joining the VC meeting you are requested to reach out to karthikeyan.ea@flipkart.com
12. 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.
13. All documents mentioned in this notice, altered Memorandum of Association and explanatory statement are available for inspection during 9 am to 6pm on all business days and at the Extra-Ordinary General Meeting.
14. Your Directors hereby undertake that this General Meeting shall be convened as per the Circular 20/2020 dated 05th May 2020 and as per the framework provided in the General circular no 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, General Circular no. 19/2021 dated 8th December 2021, General Circular no. 21/2021 dated 14th December 2021, General Circular no. 02/2022 dated 5th May 2022, and General Circular no. 03/2022 dated 5th May 2022 wherever applicable, issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.
15. Ministry of Corporate Affairs vide General Circular 03/2022 dated 5th May 2022, has allowed Companies to hold Extra-ordinary general meeting via VC /OAVM till December 31, 2022.

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

ELUPPAI
ASTHAGIRI
KARTHIKEYAN

Digitally signed by ELUPPAI
ASTHAGIRI KARTHIKEYAN
Date: 2022.11.18 13:29:36
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E.A. Karthikeyan
Company Secretary
Membership No.: F6779
Registered Office: 447/C & 447/C-1, 1st
A Cross, 12 Main Rd, 4th Block,
Koramangala, Bangalore-560034

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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

In order to make provision for future increase in subscribed and paid-up capital of the Company for raising funds from Company's shareholders for working capital needs and or to meet the statutory compliance, it is necessary to increase the authorised share capital of the Company from existing Rs.10 Crore to Rs.20 Crore to enable issuance of shares to Company's shareholders. Consequent to the increase in the authorized share capital of the Company, the capital clause of the Memorandum of Association of the Company would also need to be altered to reflect the increased authorized share capital. Approval from the members of the Company is required for increase in the authorised share capital and consequential alteration to the capital clause of Memorandum of Association of the Company.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required to the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on 18th November, 2022, has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing an Ordinary Resolution.

The Board recommends the resolution set out at Item No.1 for approval of the members of the Company by way of an ordinary resolution.

Documents for Inspection:

A draft of altered Memorandum of Association of the Company shall be available for inspection by the Members of the Company during the meeting.

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.

Item No. 2

In order to effect the increased authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause 5 of the Memorandum of Association of the Company is required be amended. A draft of the Memorandum of Association with the amended Clause 5th is being circulated herewith:

“5th The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each”.

Pursuant to the Section 13 of Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of the Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing an ordinary resolution.

Documents for Inspection:

A draft of altered Memorandum of Association of the Company shall be available for inspection by the Members of the Company during the meeting.

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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.

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

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Company Secretary
Membership No.: F6779
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Bangalore-560034

Date: 18th November 2022
Place: Bengaluru

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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 Finance Private Limited
447/C & 447/C-1, 1st A Cross, 12 Main Rd,
4th Block, Koramangala, Bangalore-560034

We, _____ having Registered Office at _____, holding [●] Equity Shares of Rs. [●] in the Company hereby give our consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra Ordinary General Meeting of the Company on Monday 21st November 2022 at 11:30 at a shorter notice or any adjournment thereof.

for _____

Authorised Signatory

Date: