

FLIPKART FOUNDATION

Date: 7 September 2023

To,
The Members
The Directors
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT SECOND ANNUAL GENERAL MEETING OF FLIPKART FOUNDATION WILL BE HELD ON TUESDAY, 26TH SEPTEMBER 2023 AT 12:00 NOON [IST] THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS AND THE VENUE OF THE MEETING WILL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BUILDINGS ALYSSA, BEGONIA & CLOVER, EMBASSY TECH VILLAGE, OUTER RING ROAD, DEVARABEESANAHALLI VILLAGE BENGALURU 560103

Ordinary Business:

Item no.1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023, the Reports of Board of Directors and Auditors thereon by passing the below resolutions as an **Ordinary Resolution** with or without modifications:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2023 consisting of Balance Sheet, the Income and Expenditure Account, including the Statement of Comprehensive Income, the Cash Flow Statement, and Schedules and Notes appended thereto along with the Auditors' report and Board's report thereon be and are hereby approved and adopted.”

By order of the Board of Directors
For, **Flipkart Foundation**

RAJNEESH KUMAR Digitally signed by
RAJNEESH KUMAR
Date: 2023.09.07
14:00:05 +05'30'

Rajneesh Kumar
Director

DIN: 07375122

Address: Buildings Alyssa,
Begonia & Clover, Embassy
Tech Village, Outer Ring Road,
Devarabeesanahalli Village
Bengaluru 560103

Date: 7 September 2023
Place: New Delhi

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NOTES:

- Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022, and General Circular no. 10/2022 dated 28 December, 2022 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.**
- 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, representatives of the body corporate 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.**
- Members attending the Annual General Meeting through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**
- Members are requested to keep their copy of this Notice during the Meeting.
- Members are requested to record their attendance when the Chairman calls for it.
- 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: swati.hegde@flipkart.com.
- 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 swati.hegde@flipkart.com.
- Login shall start 15 mins before the scheduled time of the meeting.
- 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 swati.hegde@flipkart.com or regulatory@flipkart.com.
- Members can join the meeting through VC by logging into the below hangout link: meet.google.com/irv-psmh-jcd in case of any concern in joining the VC meeting you are requested to reach out to Ms. Swati Hegde at swati.hegde@flipkart.com contact number: 9148557808.
- 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.
- 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.

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13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically.
14. All documents mentioned in this notice and explanatory statement are available for inspection from 9 am to 6 pm on all business days at the registered office of the Company and will be available electronically during the Annual General Meeting.
15. Your Directors hereby undertake that this General Meeting shall be convened as per the circulars issued by the Ministry of Corporate Affairs in this regard from time to time.

By order of the Board of Directors
For, **Flipkart Foundation**

RAJNEESH KUMAR Digitally signed by
RAJNEESH KUMAR
Date: 2023.09.07
14:00:32 +05'30'

Rajneesh Kumar
Director
DIN: 07375122
Address: Buildings Alyssa,
Begonia & Clover, Embassy
Tech Village, Outer Ring Road,
Devarabeesanahalli Village
Bengaluru 560103

Date: 7 September 2023
Place: New Delhi

FLIPKART FOUNDATION

ON THE LETTERHEAD OF THE SHAREHOLDER

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[pursuant to Section 136 of the Companies Act, 2013]

To,

The Board of Directors
Flipkart Foundation
Buildings Alyssa, Begonia & Clover, Embassy Tech Village,
Outer Ring Road, Devarabeesanahalli Village Bengaluru 560103

We, _____, having our registered office at _____ holding ___ Equity shares of Rs. 10 each in the Company in our own name, hereby give consent pursuant to the applicable provisions of the Indian Companies Act to hold the Second Annual General Meeting (“AGM”) of the Company on **Tuesday, 26th September 2023 at 12.00 Noon.**

We hereby give consent pursuant to the provisions Section 136 to receive the Financial Statements of the Company for the financial year ended March 31, 2023, with less than twenty-one (21) days’ notice as required under the provisions of Section 136 of the Companies Act, 2013.

For

Authorized Signatory

Dated: