

FLIPKART FOUNDATION

Date: September 26, 2022

To,
The Members
The Directors`
The Auditors

NOTICE

NOTICE IS HEREBY GIVEN THAT FIRST ANNUAL GENERAL MEETING OF FLIPKART FOUNDATION WILL BE HELD ON FRIDAY, THE 30TH SEPTEMBER 2022 AT 11:30 AM [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:

Ordinary Business:

Item no.1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, 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 2022 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.”

Item no. 2

Appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors 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 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, consent of the Shareholders of the Company be and is hereby accorded to appoint M/s S.R Batliboi & Associates LLP., Chartered Accountants [FRN : 101049W/E300004] as Statutory Auditors of the Company for a period of five years starting from Financial Year 2022-23 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Sixth Annual General Meeting of the Company to be held in the Financial Year 2027-2028 on such remuneration as may be agreed upon between the Board and/or any Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to sign and submit the necessary e-forms with Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary or expedient in this regard.”

FLIPKART FOUNDATION

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

RAJNEESH KUMAR
Digitally signed by
RAJNEESH KUMAR
Date: 2022.09.26
18:42:04 +05'30'

Rajneesh Kumar

Director

DIN: 07375122

Address: Flat 807, Tower S2,
Saraswati Complex, D6,
Vasant Kunj, Delhi-110070

Date: 26th September 2022

Place: New Delhi

NOTES:

1. **A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself/herself 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.**
2. 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.
3. 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 Annual General Meeting (“AGM”) through Video Conference/ Other Audio-Visual Means, without the physical presence of the Members at a common venue.
4. Members are requested to keep their copy of this Notice during the Meeting.
5. Members are requested to record their attendance when the Chairman calls for it.
6. 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
7. 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 vishu.malles@flipkart.com
8. Login shall start 15 mins before the scheduled time of the meeting.

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9. 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 vishu.malles@flipkart.com
10. Members can join the meeting through VC by logging into the below link: <https://meet.google.com/kna-gugq-gaj> In case of any concern in joining the VC meeting you are requested to reach out to vishu.malles@flipkart.com
11. Since the Annual General Meeting will be held through VC / OAVM, the route map, proxy form and attendance slip are not annexed to this notice
12. 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.
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 in the meeting.
14. All documents mentioned in this notice and explanatory statement are available for inspection during 9 am to 6pm on all business days and at the Annual General Meeting.
15. Your Directors hereby undertake that this Annual General Meeting shall be convened as per the Circular 20/2020 dated 05.05.2020 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, and General Circular no. 02/2022 dated 05th May, 2022 wherever applicable and such other circulars as may be applicable, issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013

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

RAJNEESH Digitally signed
by RAJNEESH
KUMAR
H KUMAR Date: 2022.09.26
18:42:22 +05'30'

Rajneesh Kumar
Director
DIN: 07375122
Address: Flat 807, Tower S2,
Saraswati Complex, D6,
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Date: 26th September 2022
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