

# FLIPKART FOUNDATION

Date: 18 October 2021

To,  
The Members  
The Directors

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Flipkart Foundation (“**Company**”) will be held on Tuesday, 19<sup>th</sup> October 2021 at a shorter notice THROUGH VIDEO CONFERENCING at 2:30 pm to transact the following business.

### Special Business:

#### Item no.1

### **APPOINTMENT OF FIRST STATUTORY AUDITORS 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 139, 142 of the Companies Act, 2013 and the rules made thereunder including the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the members of the Company be and is hereby accorded to appoint M/s **S.R. Batliboi and Associates LLP**, Bangalore, (FRN: 101049W/E300004) as first statutory auditor of the Company who shall hold the office as statutory auditor till the conclusion of first annual general meeting of the Company on such remuneration as may be decided by the Board or management in consultation with M/s S.R. Batliboi and Associates LLP.

**RESOLVED FURTHER THAT** any of the Directors, be and is, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary eForms with Registrar of Companies-Karnataka.”

By Order of the Board of Directors  
For Flipkart Foundation

**RAJNEESH  
KUMAR**

Rajneesh Kumar  
Director  
DIN: 07375122

Address: Flat 807, Tower S-2, Saraswati Complex,  
D6, Vasant Kunj, Delhi-110070

Date: 18 October 2021  
Place: New Delhi

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## NOTES:

1. **The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the extra-ordinary general meeting is annexed hereto.**
2. **All documents mentioned in this notice and explanatory statement are available for inspection during business hours of the Company from 9am to 6pm on all business days.**
3. **A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote for 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 and General Circular 10/2021 dated 23rd June 2021, 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.**
4. **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.**
5. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars, the extra-ordinary general meeting of the Company is being conducted through VC.
6. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this extra-ordinary general meeting at a shorter notice. The form for providing the same is enclosed.
7. Members are requested to keep with them their copy of this notice during the meeting.
8. Members are requested to record their attendance when the Chairperson calls for it.
9. 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 [swati.hegde@flipkart.com](mailto:swati.hegde@flipkart.com).
10. 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 e mail at [swati.hegde@flipkart.com](mailto:swati.hegde@flipkart.com).
11. Login to the EGM meeting through VC/OAVM shall start 15 mins before the scheduled time of the meeting.
12. 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 [diksha.kapoor@flipkart.com](mailto:diksha.kapoor@flipkart.com).
13. Members can join the meetings through VC by logging into the below hangout link: EGM - Flipkart Foundation Video call link: <https://meet.google.com/zar-jzah-wnb>. In case of any concern in joining the VC meeting you are requested to reach out to [swati.hegde@flipkart.com](mailto:swati.hegde@flipkart.com), contact no. 9148557808.
14. Since the extra-ordinary general meeting will be held through VC / OAVM, the route map, attendance slips and the proxy forms are not annexed in this notice.
15. The Directors of the Company hereby undertake that this extra-ordinary general meeting shall be convened as per the framework provided in the General circular no. 14/2020 dated 8th April, 2020, General Circular no.17/2020 dated 13<sup>th</sup> April 2020, General Circular no. 20/2020 dated 5th May 2020, General Circular

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no. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28<sup>th</sup> September 2020 , General Circular no. 39/2020 dated 31<sup>st</sup> December 2020 and General Circular No. 10/2021 dated 23rd June 2021 issued by the ministry of corporate affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.

16. Ministry of Corporate Affairs vide General Circular 10/2021 dated 23rd June 2021, has allowed Companies to hold extra-ordinary general meeting via VC /OAVM till December 31, 2021.

By Order of the Board of Directors  
For Flipkart Foundation

**RAJNEESH  
KUMAR**

Digitally signed by RAJNEESH KUMAR  
DN: cn=RAJNEESH KUMAR  
2.5.4.25=8B7770E5C0D338809080A0A0A773C0895218047  
1B220F0808722689709, postalCode=+918070, st=DL  
serialNumber=A459B3106-106037750e0885844e0c82a8  
388A-4A80F789A746F015456, c=IN, o=RAJNEESH KUMAR,  
j=SOUTH WEST DEL HI, ou=+91807,  
postalCode=560002, st=DL, email=RAJNEESH@FLIPKART.COM  
Date: 2021.10.18 20:23:44 +0530'

**Rajneesh Kumar  
Director**

**DIN: 07375122**

**Address: Flat 807, Tower S-2, Saraswati Complex,  
D6, Vasant Kunj, Delhi-110070**

Date: 18 October 2021  
Place: New Delhi

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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:**

This is to inform that the Board of the Company was unable to appoint an auditor under Section 139 of the Companies Act, 2013 within 30 days of Company's registration. As per the provision of Section 139 of the Companies Act 2013, if the Board fails to exercise its power within 30 days after the registration of the company, it shall inform the members of the Company, who shall within 90 days, at an extraordinary general meeting appoint the Company's first statutory auditor. The Board has proposed the name of M/s **S.R. Batliboi and Associates LLP**, Bangalore, (FRN: 101049W/E300004) to be appointed as the statutory auditor of the Company, pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and Auditors Rule 2014, subject to approval of the members of the Company. The Directors, therefore, recommend the Ordinary Resolution for approval of the shareholders of the Company for appointment of first statutory auditors.

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

None of the Directors of the Company, the manager, or any key managerial personnel or any of the relatives of directors, manager 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 Foundation

**RAJNEESH  
KUMAR**

Digitally signed by RAJNEESH KUMAR  
DN: cn=RA, o=Personal,  
2.5.4.20=697709e00313880068a3773f68992186471b,  
5.2.001618f228492b, postalCode=110070, st=DELHI,  
serialNumber=44481514, 1.2.840.1.101.1.1=697709e00313880068a3773f68992186471b,  
x.509.3.3.1.1=7463315405, cn=RAJNEESH KUMAR, h=SOUTH  
WEST DELHI, ou=0000,  
pseudoIsm=89020210215123847433,  
email=RAJNEESH.KUMAR@FLIPKART.COM  
Date: 2021.10.18 20:24:08 +05'30'

**Rajneesh Kumar  
Director  
DIN: 07375122**

**Address: Flat 807, Tower S-2, Saraswati Complex,  
D6, Vasant Kunj, Delhi-110070**

Date: 18 October 2021  
Place: New Delhi

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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 Foundation**  
**Block A, B and C, Buildings Alyssa, Begonia & Clover,**  
**Embassy Tech Village, Outer Ring Road,**  
**Devarabeesanahalli Village Bengaluru 560103**

Dear Sirs/Madam,

We, \_\_\_\_\_ with Our Registered Office at....., being the shareholder of the Company hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 for transacting the business mentioned in the notice of the extra-ordinary general meeting of the members to be held on 19<sup>th</sup> October 2021 at a shorter notice.

Yours truly

**For .....**

Signature:

Name:

Designation:

Date: