

# FLIPKART FOUNDATION

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Date: 20 September 2024

To,  
The Members  
The Directors  
The Auditors

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF FLIPKART FOUNDATION WILL BE HELD ON THURSDAY, 26<sup>TH</sup> SEPTEMBER 2024 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**

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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 2024, 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 2024 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.”

### Special Business:

#### Item no.2

### Amendment to the Articles of Association of the Company:

**To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolution:**

“**RESOLVED THAT** pursuant to Section 14 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules thereunder (the “**Companies Act**”), and other applicable laws for the time being in force, in each case including any amendments or statutory modifications, and the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to include Dematerialisation clause and related definitions in the Articles of Association as follows:

#### **A) DEMATERIALISATION OF SECURITIES**

79. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize /rematerialize its securities and to offer securities in the dematerialized form pursuant to the Depositories Act as applicable from time to time.

80. All securities held by a Depository shall be dematerialized and shall be in fungible form. No Certificate shall be issued for the securities held by the Depository.

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81. Nothing contained in the Articles shall apply to transfer of securities held in Depository.
82. Where the Securities are dealt with in a Depository, the Company shall intimate the details of allotment of relevant Securities to the Depository on allotment of such Securities.
83. The Register and Index of Beneficial Owners maintained by a Depository under the Depository Act shall be deemed to be a Register and Index of Members and other security holders.
84. (a) As a Registered Owner, Depository shall not have any voting rights or any other rights in respect of the securities held by it.
- (b) Every person whose name is entered as the Beneficial Owner of shares in the records of the Depository shall be deemed to be a member of the Company. Every Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities, which are held by the Depository.”

### **B) Insertion of definition clauses as below:**

2.7 “**Depository**” means a company formed and registered under the Companies Act and which has been granted a certificate of registration under sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992.

2.8 “**Beneficial Owner**” in the context of Demat of shares means a person whose name is recorded as such with a Depository.

2.9 “**Registered Owner**” in the context of Demat of shares means a Depository whose name is entered as such in the records of the Company.

**RESOLVED FURTHER THAT** a copy of the revised Articles of Association as placed at the meeting be and is hereby approved.

**RESOLVED FURTHER THAT**, any Directors of the Company be and are hereby severally authorized, on behalf of the Company, to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions, and making necessary amendment as suitable for the filings) and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable in order to carry out the purposes and intent of, and to give effect to, the foregoing resolution, including any forms and documents that may be required to be filed with the jurisdictional Registrar of Companies, Mumbai and any other concerned authorities.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to provide certified true copies of the foregoing resolution to the concerned authorities.”

### **Item no.3**

#### **Regularization of appointment of Mr. Jeyandran Venugopal (DIN: 07085479) as a director 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 Sections 149, 152, 196, 161 and 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), the appointment of Mr. Jeyandran Venugopal (DIN: 07085479) as an Additional Director (Non-Executive) by the Board of the Company, be

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and is hereby regularized as a Director (Non-Executive) of the Company and further, shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Directors of the Company, be and are hereby severally authorized, on behalf of the Company to do all acts, deeds and other things which are necessary for giving effect to the aforesaid appointment and to file the requisite e-forms / return with the Ministry of Corporate Affairs (MCA) / Registrar of Companies as required under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Directors of the Company, be and are hereby severally authorized to issue a certified true copy of the resolution to all concerned.”

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

**JEYANDRAN** Digitally signed by  
VENUGOPAL JEYANDRAN VENUGOPAL  
Date: 2024.09.20 15:45:55  
+05'30'

**Jeyandran Venugopal**  
**Director**

**DIN:** 07085479

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

Date: 20 September 2024

Place: Bengaluru

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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 General Circular no. 09/2023 dated 25th September 2023 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](mailto: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](mailto: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](mailto:swati.hegde@flipkart.com) or [regulatory@flipkart.com](mailto:regulatory@flipkart.com).
- Members can join the meeting through VC by logging into the below hangout link: [meet.google.com/nqd-ggoz-coi](https://meet.google.com/nqd-ggoz-coi) 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](mailto: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**

**JEYANDRAN** Digitally signed by  
**VENUGOPAL** JEYANDRAN VENUGOPAL  
Date: 2024.09.20 15:46:08  
+05'30'

**Jeyandran Venugopal**

**Director**

**DIN:** 07085479

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

Date: 20 September 2024

Place: Bengaluru

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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. 2:**

The Board of Directors recommended including an express provision in the Articles of Association of the Company to provide Dematerialisation facility to the Shareholders of the Company.

Pursuant to the provisions of the Companies Act, 2013, approval of the shareholders is required for amendment to the Articles of Association.

A copy of the revised Articles of Association along with proposed amendment(s) will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

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

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

None of the Directors, 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.

#### **Item No.3:**

Mr. Jeyandran Venugopal was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) w.e.f. 29 November 2023 by the Board of Directors.

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 any person, as 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. Jeyandran Venugopal will be holding the office till the conclusion of ensuing Annual General Meeting.

The resolution as set out in the notice is for seeking approval of shareholders for regularising appointment of Mr. Jeyandran Venugopal as Director of the Company.

Age	47 years
Qualification	BE, MS (Computer Science and Mechanical Engineering)
Experience	More than 26 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 by the Board as an Additional Director (Non-Executive) of the Company with effect from 29 November 2023. The Current proposal is to regularize his appointment as a Director (Non-Executive) of the Company.
Date of First Appointment on the Board	29 November 2023 (as an Additional Director)
Shareholding in the Company	Nil
Relationship with other Directors	None

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No. of Meeting attend during this year (i.e., calendar year 2024)	2
Other Directorship, Membership/ Chairmanship of Committees of other Boards	Flipkart Health Private Limited (Director) Healthcare Global Enterprises Limited (Independent Director) Hyperface Technologies Pte Ltd (Member holding below 5%)

Your Board recommend for passing the resolution set out in Item No. 3 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. Jeyandran Venugopal who has deemed interest in the resolution.

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

**JEYANDRAN**  
**VENUGOPAL**

Digitally signed by  
JEYANDRAN VENUGOPAL  
Date: 2024.09.20 15:46:21  
+05'30'

**Jeyandran Venugopal**

**Director**

**DIN:** 07085479

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

Date: 20 September 2024

Place: Bengaluru

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## 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 Third Annual General Meeting (“AGM”) of the Company on Thursday, 26 September 2024 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, 2024, 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: