



October 23, 2020

BSE Limited
Scrip code: 535755 & 890148

National Stock Exchange of India Limited
Symbol: ABFRL & ABFRLPP

Sub.: Postal Ballot Notice of Aditya Birla Fashion and Retail Limited ("the Company")

- Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**
2. Our intimations dated October 20, 2020 and October 23, 2020
3. ISIN: INE647O01011 & IN9647O01019

Dear Sir/ Madam,

Pursuant to the above referred, please find enclosed the Postal Ballot Notice dated October 23, 2020 ("*said Notice*"), seeking approval by way of a Special Resolution for Issue of Equity Shares on Preferential Basis.

In accordance with applicable laws, the said **Notice** is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Link Intime India Private Limited ("*RTA*")/ Depositories as on Friday, October 16, 2020 ("*cut-off date*"). The same is also available on the website of the Company i.e. www.abfrl.com and the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited i.e. at <https://instavote.linkintime.co.in>

The **remote e-voting** period shall commence on Saturday, October 24, 2020 (9:00 a.m. IST) and conclude on Sunday, November 22, 2020 (5:00 p.m. IST).

The **results** of the e-voting shall be declared on or before Tuesday, November 24, 2020.

Thanking you,

Yours faithfully,
For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
VP, Company Secretary & Compliance Officer

Encl. as above

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

CIN: L18101MH2007PLC233901

Tel.: +91 86529 05000

Fax: +91 86529 05400

Website: www.abfrl.com

E-mail: secretarial.abfrl@adityabirla.com



ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered office: Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070, Maharashtra, India

CIN: L18101MH2007PLC233901;

Website: www.abfrl.com; **E-mail:** secretarial.abfrl@adityabirla.com;

Tel: +91 - 8652905000; **Fax:** +91 - 8652905400

POSTAL BALLOT NOTICE

To,
The Members of Aditya Birla Fashion and Retail Limited

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circular nos. 14/2020, 17/2020 and 33/2020 dated April 8, 2020, April 13, 2020 and September 28, 2020 respectively (collectively referred to as "MCA Circulars") and subject to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Members by way of Postal Ballot through remote e-voting.

In view of the global outbreak of the COVID-19 pandemic, the MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot up to December 31, 2020.

ELECTRONIC COPY OF POSTAL BALLOT NOTICE

- In compliance with the MCA Circulars, notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Hard copy of notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.
- Members may note that the notice will also be available on the Company's website www.abfrl.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in>

REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY

- Shareholders holding shares in Physical Mode: Register/update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning the Name of the Company, Folio number, Bank Account Details, self-attested copy of PAN card and cancelled cheque

leaf. In case the cancelled cheque leaf does not bear the Shareholders name, please attach a copy of the bank passbook statement, duly self-attested to the Company at secretarial.abfrl@adityabirla.com or the RTA at mt.helpdesk@linkintime.co.in.

- Shareholders holding shares in Dematerialised Mode: Register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.
- Members who have not registered / updated their e-mail ID or mobile number with the Company but wish to receive all communication from the Company electronically may register / update their e-mail ID and mobile number on www.abfrl.com

STATEMENT UNDER SECTION 102 & 110 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

REMOTE E-VOTING

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote. Shareholders are requested to read the instructions in the Notes under the section "Remote E-Voting: Procedure" in this notice to cast their vote electronically.

The Company has appointed Mr. Dilip Bharadiya (holding membership no. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, to act as the Scrutiniser and to scrutinize the entire remote e-voting process in a fair and transparent manner.

REMOTE E-VOTING : IMPORTANT DATES

Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice]	:	Friday, October 16, 2020
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from	: 9:00 a.m., Saturday, October 24, 2020
	End at	: 5.00 p.m., Sunday, November 22, 2020 [The remote e-voting module shall be disabled for voting thereafter by LIPL]
URL for remote e-voting	:	https://instavote.linkintime.co.in

VOTING RESULTS

The Scrutiniser will submit his report to the Chairman as nominated by the Board for this purpose after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, November 24, 2020 and will be displayed along with the Scrutiniser's Report:

- at the Registered as well as Corporate Office of the Company;
- on the website of the Company i.e. www.abfrl.com;

- (iii) on the website of LIPL i.e. <https://instavote.linkintime.co.in.>; and
- (iv) communicated to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

SPECIAL BUSINESS

1) ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 (“Act”) read with rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any, (including any statutory modification or re-enactment thereof, for the time being in force), and Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions (from any statutory / regulatory authority including Securities and Exchange Board of India (“SEBI”), BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”), Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), the Competition Commission of India (“CCI”) the Government of India as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”/ duly constituted committee(s) thereof or such other person(s) authorised by the Board), consent of Members of the Company be and is hereby accorded to offer, issue and allot 7,31,70,732 (Seven Crore Thirty One Lakh Seventy Thousand Seven hundred Thirty Two) equity shares of the Company of the face value of ₹ 10/- (Rupees Ten only) each (“Equity Shares”) at a price of ₹ 205/- (Rupees Two Hundred and Five only) which includes a premium of ₹ 195/- (Rupees One Hundred Ninety Five Only) per Equity Share aggregating to ₹ 1500,00,00,000 (Rupees Fifteen Hundred Crores Only) to Flipkart Investments Private Limited (“Investor”).

“RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for issue and allotment of Equity Shares as mentioned above shall be Friday, October 23, 2020 being 30 (thirty) days prior to the last date specified for receipt of votes through the remote e-voting process of Postal Ballot i.e. Sunday, November 22, 2020.”

“RESOLVED FURTHER THAT the aforesaid issued and allotted Equity Shares shall:

- i) rank *pari passu* with the existing fully paid-up Equity Shares of the Company in all respects;
- ii) be allotted only in dematerialized form within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- iii) be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and remain locked-in in accordance with the provisions of Regulation 167 of the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Issue of Shares on Preferential basis), resolving all queries that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and that the decision of the Board shall be final and conclusive.”

By Order of the Board

Sd/-

Geetika Anand

VP, Company Secretary & Compliance Officer

Date : October 23, 2020

Place : New Delhi

NOTES FOR MEMBERS' ATTENTION

1. STATEMENT UNDER SECTION 102 & 110 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

2. The notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on October 16, 2020 ("cut-off date"). A person who is not a member as on the cut-off date should treat this notice for information purposes only.

3. AUTHORISED REPRESENTATIVE

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote through remote e-voting on its behalf.

The said Resolution/Authorization shall be sent to the Scrutiniser by e-mail through its registered e-mail ID to Mr. Dilip Bharadiya at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial.abfrrl@adityabirla.com, not later than Sunday, November 22, 2020 by 5.00 p.m.

4. DOCUMENTS OPEN FOR INSPECTION

All documents referred to in the notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this notice up to Sunday, November 22, 2020. Members seeking to inspect such documents can send an e-mail at secretarial.abfrrl@adityabirla.com

5. REMOTE E-VOTING: PROCEDURE

Step no.	For first time users of InstaVote or shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with the following details: -	
	A. User ID: Enter your User ID	
	(i) For members holding shares in demat account held with CDSL	: 16 digits beneficiary ID,
	(ii) For members holding shares in demat account held with NSDL	: 8 Character DP ID followed by 8 digit client ID,
	(iii) For members holding shares in physical form	: EVEN for fully paid-up (200367) or for partly paid-up

(Skip step)

Step no.	For first time users of InstaVote or shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
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shares (200368)
followed by the
Folio number
registered with the
Company

B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

(i) Holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above

(ii) Holding shares in demat account held with NSDL : Shall provide 'D' above

(iii) Holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above

3. Set the password of your choice

[The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter].

(Skip step)

4. Click on 'confirm' and your password will be generated.

(Skip step)

[Use your existing password]

5. Then click on 'Login' under the Shareholder tab.

6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

7. After successful login, you will be able to see the notification for e-voting.

8. Select 'View' icon and the e-voting page will appear.

9. Refer to the Resolution description and cast your vote by selecting your desired option 'Favour / Against'. (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

10. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

11. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

REMOTE E-VOTING : POINTS TO REMEMBER

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutiniser to verify the same.
2. If you have forgotten the password:
 - Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
3. In case shareholders/ members is having valid e-mail address, Password will be sent to his/ her registered e-mail address.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "EVEN".
6. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to enotices@linkintime.co.in or contact on :- Tel: 022 4918 6000.

6. OTHER INFORMATION RELATED TO E-VOTING

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Friday, October 16, 2020 only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 16, 2020.
- c. Every client ID no./folio no. will have one vote, irrespective of number of joint holders.
- d. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).
- e. The resolution, if passed by the requisite majority shall be deemed to have been passed on Sunday, November 22, 2020 i.e., the last date specified for receipt of votes through the remote e-voting process.

7. CORRESPONDENCE

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in this notice:

1) **ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS**

The Board of Directors of the Company at its meeting held on Friday i.e. October 23, 2020 has approved issuance of 7,31,70,732 (Seven Crore Thirty One Lakh Seventy Thousand Seven hundred Thirty Two) fully paid-up equity shares for consideration aggregating up to ₹ 1500 Cr (Rupees Fifteen Hundred Crores Only) on a preferential basis to Flipkart Investments Private Limited (“the Investor”) (“the proposed transaction”).

The Investor is a foreign portfolio investor, registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 with registration number INSGFP076720. The Investor proposes to invest in the Company pursuant to Chapter IV and Schedule II of the FEM (Non-debt Instruments) Rules, 2019, under the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder and the proposed transaction does not in any manner whatsoever, amount to any transfer of ownership and/or control of the Company to the Investor.

The Company has entered into Investment Agreement dated October 23, 2020 (“said agreement”) with the Investor, *inter-alia* to give effect to the proposed transaction. The said agreement *inter-alia* provides for some rights such as pre-emption rights and right of first refusal which are for a limited period of between 1-5 years from the date of allotment of equity shares and terminate if the equity shareholding of the Investor falls below a certain threshold. Further, the Investor is entitled to appoint an observer as an invitee to the Board, subject to defined shareholding threshold.

The Company has also, in furtherance of the existing B2B arrangements with Flipkart India Private Limited, entered into a commercial agreement in relation to the sale and distribution of various brands of the Company.

In terms of the applicable legal provisions the proposed transaction requires approval of the Members by way of a special resolution.

In terms of the provisions of the Act and ICDR Regulations, the relevant disclosures/ details are given below:

Object of the Issue	Strengthening the balance sheet, pursue growth in existing business, expand new lines of business, strengthen digital and omni-channel.	
Number of Equity Shares being issued	7,31,70,732 (Seven Crore Thirty One Lakh Seventy Thousand Seven hundred Thirty Two) fully paid-up equity shares, of face value of ₹ 10/- (Rupees Ten) each.	
Issue price, Relevant Date and Basis of Pricing	Issue Price	₹ 205/- per fully paid-up Equity Share [including a premium of ₹ 195/-].
	Relevant date	Friday, October 23, 2020, [being 30 (thirty) days prior to the last date specified for receipt of votes through the remote e-voting process of Postal Ballot i.e. Sunday, November 22, 2020]

	<p>Basis of pricing: The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations (“said Regulation”).</p> <p>In terms of the said Regulation, the minimum price at which the Equity Shares can be issued is ₹ 137.49/- per Equity Share, being higher of the average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company, during the:</p> <ul style="list-style-type: none"> (i) twenty-six (26) weeks preceding the Relevant Date, i.e. ₹ 127.30/- per Equity Share; or (ii) two (2) weeks preceding the Relevant Date i.e. ₹ 137.49/- per Equity Share. <p>The pricing of the Equity Shares to be allotted on preferential basis has been fixed at ₹ 205/- per Equity Share which is higher than the price determined in the manner set out above.</p> <p>The report of the registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 as the consideration for the proposed transaction is in cash.</p> <p>As the Equity Shares of the Company have been listed for a period of more than twenty-six (26) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the ICDR Regulations.</p>
<p>Time frame within which the preferential issue shall be completed</p>	<p>15 (fifteen) days from the date of:</p> <ul style="list-style-type: none"> i) passing of the special resolution by the Members; or ii) receipt of approval/permission from any regulatory authority/Central Government (including the Competition Commission of India) if such allotment requires any such approval.
<p>The class or classes of persons to whom the allotment is proposed to be made</p>	<p>The allotment is proposed to be made to the foreign portfolio investor.</p>
<p>Intent of the promoters / directors / key managerial personnel to subscribe to the issue</p>	<p>None of the promoters, directors or key managerial personnel of the Company intend to subscribe to the issue.</p>

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price	No preferential allotment has been made to any person during the year in terms of the provisions of section 62(1)(c) of the Companies Act, 2013
Change in control, if any, in the Company arising out of the Issue	There shall be no change in management or control of the Company pursuant to the issue.
Lock in period	<p>The Shares allotted on a preferential basis shall be locked-in for a period of one year from the date of trading approval in terms of the Regulation 167 of ICDR Regulations.</p> <p>Since the Investor does not hold any shares in the Company prior to this issue, pre-preferential allotment lock-in restrictions do not apply.</p>
Undertaking	Neither the Company, its Directors or Promoters have been declared as wilful defaulter or a fugitive economic offender under the ICDR Regulations.
Auditor's certificate	<p>A certificate from S R B C & CO. LLP, Statutory Auditors of the Company, certifying that the issue of Equity Shares on preferential basis is being made in accordance with requirements of the ICDR Regulations.</p> <p>Members seeking to inspect this certificate can send an e-mail at secretarial.abfrl@adityabirla.com</p>

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee:

Identity of Investor	Investor is: *QIB/ Non QIB	Category of Investor	Pre-Issue number of Equity Shares Held (including Equity Pre Issue % Holding#)	Number of Equity Shares proposed to be allotted	Post Issue % holding	Names of the natural persons who are the Ultimate Beneficial Owners
Name: Flipkart Investments Private Limited SEBI Reg. No. INSGFP076720	Non QIB	Category II – Foreign Portfolio Investor	Nil (0%)	7,31,70,732	7.8	None^

*QIB as defined under Definitions in Regulation 2(1)(ss) of Chapter I of ICDR Regulations

#The Investor has not sold or transferred any equity shares during the 6 (six) months preceding the Relevant Date.

^There is no natural person who has ownership of or entitlement to more than 25% of share capital of Flipkart Investments Private Limited.

There shall be no change in management or control of the Company pursuant to the aforesaid issue of equity shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the preferential allotment.

The pre issue and post issue shareholding pattern of the Company:

Sr. no.	Category	Pre Issue		Post Issue	
		No. of Equity Shares held	% of share Holding	No. of Equity Shares held	% of share Holding
A	Promoter & Promoter Group				
1	Indian				
	Individuals/ HUF	9,39,254	0.11	9,39,254	0.10
	Bodies Corporate	51,58,18,512	59.68	51,58,18,512	55.03
	Sub Total	51,67,57,766	59.79	51,67,57,766	55.13
2	Foreign Promoters				
	Sub Total (A)	51,67,57,766	59.79	51,67,57,766	55.13
B	Non-Promoters' holding				
1	Institutions				
	Mutual Funds	15,27,50,931	17.67	15,27,50,931	16.29
	Alternate Investment Funds	7,63,862	0.09	7,63,862	0.08
	Foreign Portfolio Investors	5,46,43,779	6.32	12,78,14,511	13.63
	Financial Institutions/Banks	1,03,773	0.01	1,03,773	0.01
	Insurance Companies	2,91,06,545	3.37	2,91,06,545	3.10
	Foreign Banks	36,017	0.00	36,017	0.00
	UTI	86,944	0.01	86,944	0.01
	Sub Total	23,74,91,851	27.48	31,06,62,583	33.14
2	Central Government/State Government(s)/ President of India	51,18,012	0.59	51,18,012	0.55
3	Non-Institutions				
	Individuals	7,82,04,082	9.05	7,82,04,082	8.34
	NBFCs registered with RBI	7,803	0.00	7,803	0.00
	Trusts	2,07,485	0.02	2,07,485	0.02
	Foreign Nationals	1,06,821	0.01	1,06,821	0.01
	HUF	21,67,271	0.25	21,67,271	0.23
	Non-Resident Indian (NRI)	49,05,081	0.57	49,05,081	0.52
	Clearing Members	20,17,550	0.23	20,17,550	0.22
	Bodies Corporate	1,28,08,677	1.48	1,28,08,677	1.37
	Sub Total	10,04,24,770	11.62	10,04,24,770	10.71
	Sub Total (B)	34,30,34,633	39.69	41,62,05,365	44.40
C	Non Promoter-Non Public holding	44,61,261	0.52	44,61,261	0.48
	GRAND TOTAL (A+B+C)	86,42,53,660	100.00	93,74,24,392	100.00

Note:

- i. The pre-issue shareholding pattern of the Company is as on October 16, 2020.
- ii. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis except for 22,12,855 ESOPs which are convertible into an aggregate of 22,12,855 equity shares consequent to exercise of such ESOPs, in accordance with the terms and conditions of their issue, which were issued pursuant to the Employee Stock Option Scheme(s) of Company from time to time. In the event any such ESOPs are exercised between the date of this notice and the date of allotment of equity shares to the Investor, the shareholding pattern shall stand modified accordingly.

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed special resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors, therefore, recommends the special resolution for your approval.

By Order of the Board

Sd/-

Geetika Anand

VP, Company Secretary & Compliance Officer

Date : October 23, 2020

Place : New Delhi