

**NOTICE**

**NOTICE** is hereby given that 13<sup>th</sup> Annual General Meeting (“AGM”) of the members of **Wal-Mart India Private Limited** (“**Company**”) will be held at shorter notice through audio- video conferencing means on Friday, September 04, 2020 at 12:00 Noon (IST) at Orchid Centre, 4<sup>th</sup> Floor, Golf Course Road, Sector-53, opposite Sun City, Gurugram-122002 to transact the following business:

**ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER ADOPT AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 1<sup>ST</sup> APRIL, 2019 TO 31<sup>ST</sup> MARCH, 2020 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

**SPECIAL BUSINESS:**

- 2. TO CONSIDER AND APPROVE APPOINTMENT OF MR. PUNIT AGARWAL (DIN: 08789655) AS DIRECTOR 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 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, Mr. Punit Agarwal (DIN: 08789655), who was appointed as an Additional Director of the Company with effect from 22 July 2020 by the Board of Directors through resolution number 94/2020 passed by circulation on 22 July 2020, and who holds office up to the date of this annual general meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is/are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such other acts, deeds and things as may be necessary to give effect to this resolution.”

**3. TO CONSIDER AND APPROVE APPOINTMENT OF MR. SANDEEP SUBHASH KARWA (DIN: 08789695) AS DIRECTOR 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 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, Mr. Sandeep Subhash Karwa (DIN: 08789695), who was appointed as an Additional Director of the Company with effect from 22 July 2020 by the Board of Directors through resolution number 93/2020 passed by circulation on 22 July 2020 , and who holds office up to the date of this annual general meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is/are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such other acts, deeds and things as may be necessary to give effect to this resolution.”

**Registered Office:**

E-20, 1<sup>st</sup> & 2<sup>nd</sup> Floor,  
Hauz Khas Main Market,  
New Delhi-110016

**By order of the Board of Directors  
For Wal-Mart India Private Limited**

**Kavita  
Company Secretary  
ACS-27174  
Address: 1159-A, Maruti Vihar  
Chakkarpur, Gurugram-122001, Haryana**

**Date: 31<sup>st</sup> August, 2020  
Place: Gurugram**

## **NOTES:**

### **A. AVAILABILITY OF VIDEO CONFERENCE FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances during the current lockdown period and other restrictions on account of COVID-19 and social distancing conditions, the Ministry of Corporate Affairs (MCA) vide Circular no 20/2020 dated 5<sup>th</sup> May,2020, has allowed companies to hold Annual General Meetings (AGMs) through Video Conferencing (VC) or Other Audio Visual Mode (OAVM) along with mechanism to hold such meetings as mentioned in Circular no 14/2020 dated 8<sup>th</sup> April,2020

Accordingly, the General Circulars as mentioned above allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Ordinary and Special Business concurrently during the Annual General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at [Kavita.Sharma1@walmart.com](mailto:Kavita.Sharma1@walmart.com) ('Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 12:00 Noon (IST) and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of Members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. The members present shall elect the Chairman on show of hands.
6. Where Poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
7. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
8. Relevant documents pertaining to the Ordinary and Special Business will be made available to the Member either through notice or electronically upon sending a request at the Designated Email.

**B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email along with the Notice.
2. Click “Join” to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at contact number +91-8750551919 or write to [Kavita.Sharma1@walmart.com](mailto:Kavita.Sharma1@walmart.com) to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 Hours before the meeting to enable us to assist you effectively.

**C. OTHER NOTES**

1. Explanatory statement pursuant to Section 102 of the Companies Act 2013, which sets out the details relating to items of special business to be transacted at the meeting, is annexed hereto.

**Explanatory Statement under section 102 of the Companies Act, 2013**

**Item No. 2**

**TO CONSIDER AND APPROVE APPOINTMENT OF MR. PUNIT AGARWAL AS DIRECTOR (DIN: 08789655) OF THE COMPANY**

The Board of Directors of the Company vide resolution No. 94/2020 passed by circulation on 22<sup>nd</sup> July, 2020 appointed Mr. Punit Agarwal as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Punit Agarwal holds office upto the date of this Annual General Meeting.

The Board recommends the ordinary resolution in relation to appointment of Mr. Punit Agarwal as Director of the Company for the approval of the shareholders of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Age	40 years
2.	Qualification	Chartered Accountant
3.	Experience	14 Years and 6 months
4.	Terms and conditions of appointment	NA
5.	Remuneration	NA
6.	Last drawn remuneration	Nil
7.	Date of first appointment on the Board	22 <sup>nd</sup> July, 2020
8.	Shareholding in the Company	Nil
9.	Relationship with other Directors/ Managers and KMP's	Nil
10.	Number of meeting attended during the year	Nil
11.	Other Directorships, Memberships/ Chairmanships of Committees of the Board	Nil

Except Mr. Punit Agarwal, Additional Director of the Company, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

**Item No. 3****TO CONSIDER AND APPROVE APPOINTMENT OF MR. SANDEEP SUBHASH KARWA AS DIRECTOR (DIN: 08789695) OF THE COMPANY**

The Board of Directors of the Company vide resolution No. 93/2020 passed by circulation on 22<sup>nd</sup> July, 2020 appointed Mr. Sandeep Subhash Karwa as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sandeep Subhash Karwa holds office upto the date of this Annual General Meeting.

The Board recommends the ordinary resolution in relation to appointment of Mr. Sandeep Subhash Karwa as Director of the Company for the approval of the shareholders of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Age	37 years
2.	Qualification	MBA, Electronics Engineer
3.	Experience	13 years and 3 months
4.	Terms and conditions of appointment	NA
5.	Remuneration	NA
6.	Last drawn remuneration	Nil
7.	Date of first appointment on the Board	22 <sup>nd</sup> July, 2020
8.	Shareholding in the Company	Nil
9.	Relationship with other Directors/Managers and KMP's	Nil
10.	Number of meeting attended during the year	Nil
11.	Other Directorships, Memberships/Chairmanships of Committees of the Board	Nil

Except Mr. Sandeep Subhash Karwa, Additional Director of the Company, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

**Registered Office:**

E-20, 1<sup>st</sup> & 2<sup>nd</sup> Floor,  
Hauz Khas Main Market,  
New Delhi-110016

**By order of the Board of Directors  
For Wal-Mart India Private Limited**

**Kavita**

**Company Secretary**

**ACS-27174**

**Address: H.No.-1159-A, Maruti Vihar,  
Chakkarpur, Gurugram-122002, HR**

**D**

**Date: 31<sup>st</sup> August, 2020**

**Place: Gurugram**