

NOTICE

NOTICE is hereby given that 11th Annual General Meeting of the members of **Wal-Mart India Private Limited** (“Company”) shall be held on Thursday, 27th September, 2018 at 10.00 a.m. at Orchid Centre, 4th Floor, Golf Course Road, Sector-53, opposite Sun City, Gurugram-122002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the period from 1st April, 2017 to 31st March, 2018 together with the reports of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. **To appoint Mr. Devendra Chawla as a Director**

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 152 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, Mr. Devendra Chawla, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th November, 2017, and who holds office up to the date of this annual general meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.”

Registered Office:
E-20, 1st & 2nd Floor,
Hauz Khas Main Market,
New Delhi-110016

Date: 28th August, 2018
Place: Gurugram

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



Ashwin Mittal
Wholtime Director
DIN: 01934102

Address: A-39, 3rd Floor,
Friends Colony East,
Srinivaspuri, Delhi-110065



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting, Attendance Slip (Annexure-2), Proxy Form (Annexure-3) and Route Map of the venue of the meeting (Annexure-4) are annexed to this notice.
3. The documents referred to in the Notice and the Explanatory Statement shall be open for inspection during business hours between 11.00 a.m. to 4.00 p.m. from Monday to Friday at the registered office of the Company and copies thereof shall also be made available for inspection in the corporate office of the Company located at Orchid Centre, 4th Floor, Golf Course Road, Sector-53, opposite Sun City, Gurugram-122002, upto and including the date of this Annual General Meeting.



Explanatory Statement under section 102 of the Companies Act, 2013

Item No. 2

The Board of Directors of the Company in its meeting held on 30th November, 2017 appointed Mr. Devendra Chawla as an Additional Director. Pursuant to Section 161 of the Companies Act, 2013, Mr. Devendra Chawla holds office upto the date of this Annual General Meeting.

Mr. Devendra Chawla is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Board recommends the resolution in relation to appointment of Mr. Devendra Chawla till 29th November, 2022, for the approval of the shareholders of the Company.

A statement containing his profile is enclosed as **Annexure 1**.

Except Mr. Devendra Chawla, being the appointee herein and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives, are in anyway concerned or interested in the resolution.

Registered Office:

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

Date: 28th August, 2018

Place: Gurugram



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

A handwritten signature in black ink, appearing to read "Ashwin Mittal".

Ashwin Mittal

Wholetime Director

DIN: 01934102

**Address: A-39, 3rd Floor,
Friends Colony East,
Srinivaspuri, Delhi-110065**

ANNEXURE 1

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Sl. No.	Particulars	Name of the Director-Mr. Devendra Chawla
1.	Age	46 years
2.	Qualification	Bachelor of Engineering in Production, MBA and Advanced Management Program ("AMP") from Harvard Business School
3.	Experience	23 years of cross-industry experience working in the areas of setting-up business units, leading P&L roles, Sales & Marketing, Brand Management, Head of Buying & Merchandising, including Operations & Manufacturing for large business units
4.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As per employment agreement between the Director and the Company
5.	Date of first appointment on the Board	30 th November, 2017
6.	Shareholding in the Company	Nil
7.	Relationship with other Directors, Key Managerial Personnel of the Company	Nil
8.	Number of meeting of the Board attended during the financial year	Nil
9.	Other Directorship	Nil
10.	Membership/Chairmanship of Committees of other Boards	Nil



Annexure 2
ATTENDANCE SLIP

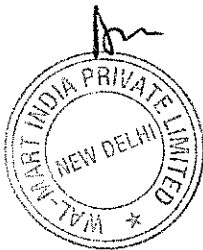
Registered Folio/DP ID & Client ID	:	
Name of the Shareholder	:	
Address of the Shareholder	:	

I/We hereby record my/our presence at the 11th Annual General Meeting of the Company on Thursday, 27th September, 2018 at 10.00 a.m. at Orchid Centre, 4th Floor, Golf Course Road, Sector-53, opposite Sun City, Gurugram-122002.

Signature of the Shareholder/Authorised Representative of the Shareholder/Proxy Present

Note:

1. You are requested to sign and hand over this Attendance slip at the time of entrance.
2. Please bring the copy of the notice and annual report for reference at the meeting.



Annexure 3: Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U51909DL2007PTC167118
Name of the company : Wal-Mart India Private Limited
Registered office : E-20, 1st & 2nd Floor, Hauz Khas Main Market, New Delhi-110016

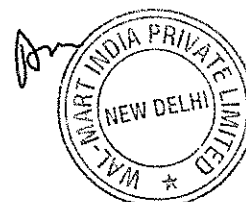
Name of the member (s) : Registered address : E-mail Id: Folio No/ Client Id : DP ID :
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I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :....., or failing him
2. Name :
Address :
E-mail Id :
Signature :....., or failing him
3. Name :
Address :
E-mail Id :
Signature :.....

as our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on Thursday, 27th September, 2018 at 10.00 a.m. at Orchid Centre, 4th Floor, Golf Course Road, Sector-53, opposite Sun City, Gurugram-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Put ✓
1.	To receive, consider and adopt the audited financial statement of the Company for the period from 1 st April, 2017 to 31 st March, 2018 together with the reports of the Directors and Auditors thereon	
2.	To appoint Mr. Devendra Chawla as a Director	



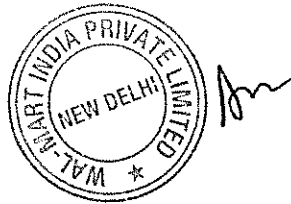
Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Annexure - 4 - ROUTE MAP

