

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that **16th Annual General Meeting** (“AGM”) of the members of **Wal-Mart India Private Limited** (“Company”) will be held through audio-visual means on **Friday, 22nd September 2023** the venue of the meeting will be deemed to be the registered office of the Company situated at E-20, 1st and 2nd Floor, Hauz Khas Main Market New Delhi 110016 at **11:30 am (IST)** 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 1ST APRIL, 2022 TO 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

SPECIAL BUSINESS:

- 2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RITESH TIBREWALA (DIN: 09827809) 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. Ritesh Tibrewala (DIN: 09827809), who was appointed as an Additional Director of the Company with effect from 22nd December, 2022 by the Board of Directors through resolution number 93/2022 passed by circulation on 22nd December 2022, 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, 1st & 2nd Floor,
Hauz Khas Main Market,
New Delhi-110016

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

VISHU

Digitally signed by

VISHU MALLESH

Date: 2023.08.31

15:54:00 +05'30'

MALLESH

Vishu Malleesh

Company Secretary

M.No - ACS-28586

Address: No.186, 5th Cross, KSVK School Road

Vinayaka Nagar, Whitefield – 560066

Date: 31st August 2023

Place: Bangalore

A. AVAILABILITY OF VIDEO CONFERENCE FACILITY

In furtherance of the Government's objective of facilitating corporate compliances, the Ministry of Corporate Affairs (MCA) vide General Circular 14/2020 dated 8th April 2020, General Circular no. 17/2020 dated 13th April 2020, General Circular no. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January, 2021, General Circular no. 02/2022 dated 05 May, 2022 and General Circular no. 10/2022 dated 28th December, 2022 wherever applicable, which dispensed the physical attendance of members. However, in pursuance of 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. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

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/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 vishu.malles@flipkart.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 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/Special Business will be made available to the Member either through notice or electronically upon sending a request at the Designated Email.
9. Members can join the meeting through VC by logging into the below hangout link: <https://meet.google.com/wdw-gajs-sie> in case of any concern in joining the VC meeting you are requested to reach out to vishu.malles@flipkart.com
10. 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.

11. 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 in the meeting / physical inspection at the registered office of the Company.
12. 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 vishu.mallesh@flipkart.com
13. Members are requested to record their attendance when the Chairman calls for it.
14. All documents mentioned in this notice and explanatory statement are available for inspection during 9 am to 6 p.m. on all business days and at the Annual General Meeting.

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.

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at contact number +91-9902577631 or write to vishu.mallesh@flipkart.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.

Registered Office:

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

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

VISHU Digitally signed by
VISHU MALLESH
MALLESH Date: 2023.08.31
15:54:18 +05'30'

**Vishu Mallesh
Company Secretary
ACS-28586**

Address: No.186, 5th Cross, KSVK School Road
Vinayaka Nagar, Whitefield - 560066

Date: 31st August 2023

Place: Bangalore

Explanatory Statement under section 102 of the Companies Act, 2013

Item No.2

TO CONSIDER AND APPROVE APPOINTMENT OF MR. RITESH TIBREWALA AS DIRECTOR (DIN: 09827809) OF THE COMPANY

The Board of Directors of the Company vide resolution No. 93/2022 passed by circulation on 22nd December 2022 appointed Mr. Ritesh Tibrewala as an Additional Director [09827809] of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ritesh Tibrewala holds office upto the date of this Annual General Meeting.

The Board recommends the ordinary resolution in relation to appointment of Mr. Ritesh Tibrewala 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):

S. No.	Particulars	Details
1.	Age	42 years
2.	Qualification	Chartered Accountant
3.	Experience	18 years
4.	Terms and conditions of appointment	Appointed as Additional Director (Non-executive). The Current proposal is to regularize his appointment as a Director (Non-Executive). Remuneration sought to be paid by the Company: Nil
5.	Remuneration	Nil
6.	Last drawn remuneration.	Nil
7.	Date of first appointment on the Board	22 nd December, 2022
8.	Shareholding in the Company	Nil
9.	Relationship with other Directors/ Managers and KMP's	None
10.	Number of meetings attended during the year.	1
11.	Other Directorships, Memberships/ Chairmanships of Committees of the Board	<u>Additional Director in</u> Childrenite Private Limited Scapic Innovations Private Limited

Except Mr. Ritesh Tibrewala, 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, 1st & 2nd Floor,
Hauz Khas Main Market,

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

VISHU Digitally signed by
MALLESH VISHU MALLESH
Date: 2023.08.31
15:54:32 +05'30'

Vishu Mallesh

Company Secretary

ACS-28586

Address: No.186, 5th Cross, KSVK School Road
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Date: 31st August 2023

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