

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that **17<sup>th</sup> Annual General Meeting** (“AGM”) of the members of **Wal-Mart India Private Limited** (“Company”) will be held through audio-visual means on **Monday, 16<sup>th</sup> September 2024 at 11:30 am (IST)** and 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 to transact the following business:

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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, if thought fit to pass with or without modification(s) the below resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2024 consisting of Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Statement of Changes in Equity and Schedules and Notes appended thereto along with the Auditors' report and Directors' report thereon be and are hereby approved and adopted.”

**Special Business:**

**Item No. 2**

To consider and approve advancing any loan or give any guarantee or provide any security under Section 185 of the Companies Act 2013 and, if thought fit, to pass the following resolution, with or without modifications as a “**Special Resolution**”.

**TO CONSIDER AND APPROVE ADVANCING ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT 2013**

**RESOLVED THAT** in supersession to all the previous resolutions passed in this regard, pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the approval of the members be and is hereby accorded to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or Group Company or such other entity/person as specified under Section 185 of the Companies Act, 2013 in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested by virtue of common Directorship or shareholding held by the Director in such company/ies, provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.500 Crores (Rupees Five Hundred Crore Only).

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and other terms shall be as per the Loan Agreement or any other document executed for granting such loan(s) or providing guarantee (ies) or security (ies) in compliance with the provisions of Companies Act, 2013.

**RESOLVED FURTHER THAT** keeping the best interest of the Company in view, any approval accorded by the shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

**RESOLVED FURTHER THAT** any Directors(s) or Company Secretary of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution including any filing of Form MGT 14 with Registrar of Companies.”

**Registered Office:**

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

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

**VISHU**  
**MALLESH** Digitally signed by  
VISHU MALLESH  
Date: 2024.09.12  
14:26:00 +05'30'

**Vishu Mallesh  
Company Secretary**

**M.No - ACS-28586**

**Address:** No.186, 5<sup>th</sup> Cross, KSVK School Road,  
Vinayaka Nagar, Whitefield – 560066

**Date: 12<sup>th</sup> September 2024**

**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. 02/2022 dated 05 May, 2022, General Circular no. 10/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 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](mailto: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 and Section 113 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/eqo-xxeb-bpt> in case of any concern in joining the VC meeting you are requested to reach out to [vishu.malles@flipkart.com](mailto: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](mailto: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](mailto: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, 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**

**VISHU**  
**MALLESH**  
Digitally signed by  
VISHU MALLESH  
Date: 2024.09.12  
14:26:21 +05'30'

**Vishu Mallesh**  
**Company Secretary**

**ACS-28586**

**Address:** No.186, 5<sup>th</sup> Cross, KSVK School Road,  
Vinayaka Nagar, Whitefield - 560066

**Date:** 12<sup>th</sup> September 2024

**Place:** Bangalore

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

### **Item No.2**

#### **To consider and approve advancing any loan or give any guarantee or provide any security under section 185 of the Companies Act 2013**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time i.e. all Flipkart Group Companies, the Board of Directors in its meeting held on 12<sup>th</sup> September 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/entities as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company; all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs.500 Crores.

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

Accordingly, the Board of Directors recommends the said Resolution set out in item no 2 for the approval of the shareholders of the Company as a Special Resolution.

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

The Board of 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 resolutions.

### **For Wal-Mart India Private Limited**

Digitally signed by  
VISHU MALLESH  
Date: 2024.09.12  
14:26:40 +05'30'

**Vishu Mallesh**  
**Company Secretary**  
**ACS-28586**

**Address:** No.186, 5<sup>th</sup> Cross, KSVK School Road  
Vinayaka Nagar, Whitefield - 560066  
Date: 12<sup>th</sup> September 2024  
Place: Bangalore