

**NOTICE**

**NOTICE** is hereby given that 9<sup>th</sup> Annual General Meeting of the members of **Wal-Mart India Private Limited** (“Company”) shall be held on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m. at E-20, 1<sup>st</sup> & 2<sup>nd</sup> Floor, Hauz Khas Main Market, New Delhi-110016 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company for the period from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> March, 2016 together with the reports of the Directors and Auditors thereon.
2. To ratify the appointment of Statutory Auditors and fix their remuneration.

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 139 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as amended from time to time, the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI firm registration no.: 301003E), be and is hereby ratified as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 10th (tenth) AGM of the Company, at such remuneration as shall be fixed by the Board of Directors.”

**SPECIAL BUSINESS:**

3. To appoint **Mr. Murali Krishna Lanka** 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. Murali Krishna Lanka, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17<sup>th</sup> August, 2015, 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 till 16<sup>th</sup> August, 2020.”

**4. To appoint Mr. Ashwani Kumar Sharma 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. Ashwani Kumar Sharma, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15<sup>th</sup> January, 2016 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 till 14<sup>th</sup> January, 2021.”

**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**



**Sanjay Goswami  
Company Secretary  
Membership No.: A22111  
Address: F-1, II-A/20, Sector-2,  
Block-A Vaishali,  
Ghaziabad- 201010**

**Date: 9<sup>th</sup> September, 2016  
Place: Gurgaon**

**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; and Proxy Form are annexed to this notice as Annexure 2 and Annexure 3 respectively.
3. The documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours between 11.00 a.m. to 4.00 p.m. except on Sunday upto and including the date of this Annual General Meeting.
4. Route map of the venue of the meeting is as annexed to this notice as Annexure 4.

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

### Item No.3

The Board of Directors of the Company in its meeting held on 17<sup>th</sup> August, 2015 appointed Mr. Murali Krishna Lanka as an Additional Director. Pursuant to Section 161 of the Companies Act, 2013, Mr. Murali Krishna Lanka holds office upto the date of this Annual General Meeting.

Mr. Murali Krishna Lanka 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. Murali Krishna Lanka till 16<sup>th</sup> August, 2020, for the approval of the shareholders of the Company.

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

Except Mr. Murali Krishna Lanka, 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.

### Item No.4

The Board of Directors of the Company in its meeting held on 14<sup>th</sup> January, 2016 appointed Mr. Ashwani Kumar Sharma as an Additional Director. Pursuant to Section 161 of the Companies Act, 2013, Mr. Ashwani Kumar Sharma holds office upto the date of this Annual General Meeting.

Mr. Ashwani Kumar Sharma 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. Ashwani Kumar Sharma till 14<sup>th</sup> January, 2021, for the approval of the shareholders of the Company.

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

Except Mr. Ashwani Kumar Sharma, 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, 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**



**Sanjay Goswami**  
**Company Secretary**  
**Membership No.: A22111**  
**Address: F-1, II-A/20, Sector-2,**  
**Block-A Vaishali,**  
**Ghaziabad- 201010**

**Date: 9<sup>th</sup> September, 2016**  
**Place: Gurgaon**

**ANNEXURE 1**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Sl. No.	Particulars	Name of the Director	
		Mr. Murali Krishna Lanka	Mr. Ashwani Kumar Sharma
1.	Date of Birth	28-August-1964	16-June-1964
2.	Qualification	Bachelors of Business Administration; Concentration in MIS	MBA
3.	Experience	Mr. Murali Lanka heads the Operation Function of the Company. Prior to joining the Company, Mr. Lanka was Development Regional Manager at Wal-Mart Stores Inc. He has more than 25 years of valuable experience.	Mr. Ashwani Sharma head the Merchandising Function of the Company. Prior to joining the Company, Mr. Sahrma was the Chief Operating Officer at Abans Ltd. He has more than 25 years of valuable experience.
4.	Date of first appointment on the Board	17 <sup>th</sup> August, 2015 as an Additional Director	15 <sup>th</sup> January, 2016 as an Additional Director
5.	Shareholding in the Company	Nil	Nil
6.	Relationship with other Directors, Key Managerial Personnel of the Company	Nil	Nil
7.	Number of meeting of the Board attended during the financial year	2	1
8.	Other Directorship	Nil	Nil
9.	Membership/Chairmanship of Committees of other Boards	Nil	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 9<sup>th</sup> Annual General Meeting of the Company on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m. at E-20, 1<sup>st</sup> & 2<sup>nd</sup> Floor, Hauz Khas Main Market, New Delhi-110016.

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

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

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 9<sup>th</sup> Annual General Meeting of the Company, to be held on the Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m. at E-20, 1<sup>st</sup> & 2<sup>nd</sup> Floor, Hauz Khas Main Market, New Delhi-110016 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 <sup>st</sup> January, 2015 to 31 <sup>st</sup> March, 2016 together with the reports of the Directors and Auditors thereon	
2.	To ratify the appointment of Statutory Auditors and fix their remuneration	
3.	To appoint Mr. Murali Krishna Lanka as a Director	



4.	To appoint Mr. Ashwani Kumar Sharma as a Director	
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Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**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

