

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAAPTOL ONLINE SHOPPING PRIVATE LIMITED WILL BE HELD ON 27th DAY SEPTEMBER, 2016 AT 12.30 P.M. AT REGISTERED OFFICE OF THE COMPANY AT SHOP NO 11, CONOPUS, KABRA GALAXY STAR-I CHS, BRAHMAND, AZAD NAGAR, THANE WEST, THANE 400 607, MAHARASHTRA, INDIA.

TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To consider and adopt:

(a) The audited standalone financial statement of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon; and

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon.

2. To ratify the appointment of Statutory Auditor and fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Walker Chandiook & Co LLP (Firm registration number – 001076N / N500013), Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) i.e. 8th AGM till the conclusion of next Annual General Meeting i.e. 9th AGM of the Company to be held in 2017 at such remuneration, including applicable taxes and out of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mr. Hidetaka Morimoto:-

“RESOLVED THAT Mr. Hidetaka Morimoto (holding DIN 07518429), who was appointed as an Additional Non Executive Director of the Company by the Board of Directors with effect from 3rd June, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Non Executive Director of the Company.”

Place: Navi Mumbai
Dated: 30th August, 2016

By Order of the Board of Directors
For **Naaptol Online Shopping Private Limited**

Registered Office:

Shop# 11, Conopus, Kabra Galaxy
Star-I CHS, Brahmand, Azad Nagar
Thane West – 400 607

Mohd. Yusuf Khan
Director
(DIN: 03183828)

Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) ARE ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Members/Proxies are requested to take note of the following:
 - a. Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting. Entry to the hall will be provided in exchange for duly completed and signed Attendance Slips.
 - b. In all correspondence with the Company, Folio No. must be quoted.
 - c. Only registered Members (i.e. Equity shareholders and Class A & B Equity Shareholders) of the Company may attend and vote at the Annual General Meeting.
3. Members are requested to send their queries, if any on the operations and financials of the Company, at the Company's Registered Office, at least 3 days before the AGM, so that the information can be compiled in advance.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board

Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the AGM.

6. MCA's Green Initiative in Corporate Governance:

The Ministry of Corporate Affairs (MCA) has vide its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 undertaken the Green Initiative in Corporate Governance and has permitted the delivery of documents viz., notices of general meetings, annual reports etc., to the Shareholders through electronic mode. It is proposed that documents like Notices of General Meeting/Postal Ballot, Annual Reports, Directors' Report and Auditors' Report and other Shareholder communications will be sent electronically to the email address provided by the Shareholders and/or made available to the Company by the Depository viz., CDSL. Shareholders holding the shares in dematerialized form are requested to keep their Depository Participant (DP) informed and updated of any change in their email address. For Shares held in physical form, Shareholders can register their email address by sending a duly signed letter (kind attention to Mrs. Shubhangi / Mr. Upadhya) mentioning their name(s), folio no(s) & email address to the Company's Registrar & Transfer Agent, M/s Bigshare Services Pvt. Ltd. located at E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400 072.

7. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.

8. Members holding shares in physical form are requested to kindly notify the Company's Registrar & Transfer Agent, M/s Bigshare Services Pvt. Ltd. located at E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400 072 of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant(s) of any change in their addresses.

9. Members are requested to kindly bring their copies of the Annual Report to the Meeting. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection between 11.30 a.m. to 6.30 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.

10. As per the provisions of the Companies Act, 2013 the facility for making/cancelling nominations is available to Individuals in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14 prescribed under the Companies (Share Capital and Debentures) Rules,

2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.

ANNEXURE TO NOTICE DATED 30th August, 2016:

Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) to the item of Special Business to be transacted at the Annual General Meeting to be held on 27th September, 2016.

Item No. 3:

The Board of Directors of the Company at its meeting held on 3rd June, 2016 had appointed Mr. Hidetaka Morimoto (DIN: 07518429), as Additional Non Executive Director who holds his office only up to this Annual General Meeting. Pursuant to provisions of section 160(1) and other applicable provisions of the Companies Act, 2013, The Board feels that presence of Mr. Hidetaka Morimoto (DIN: 07518429) on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

None of the Director, key managerial personnel and/or their relatives, except Mr. Hidetaka Morimoto, is concerned or interested in the Resolution.

The Board commends the Ordinary Resolutions set out at item no. 3 of the notice for approval by the shareholders.

Place: Navi Mumbai
Dated: 30th August, 2016

By Order of the Board of Directors
For **Naaptol Online Shopping Private Limited**

Registered Office:
Shop# 11, Conopus,
Kabra Galaxy Star-I CHS,
Brahmand, Azad Nagar,
Thane West- 400 607,
Maharashtra, India.

Mohd. Yusuf Khan
Director
(DIN: 03183828)

Naaptol Online Shopping Pvt. Ltd.
Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar,
Thane West- 400 607, Maharashtra, India

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 8th Annual General Meeting / ~~Extra Ordinary General Meeting~~ of the Company held on Tuesday, 27th September, 2016 at Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India.

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

NAAPTOL ONLINE SHOPPING PRIVATE LIMITED
SHOP# 11, CONOPUS KABRA GALAXY STAR-I CHS, BRAHMAND, AZAD NAGAR, THANE
WEST- 400 607, MAHARASHTRA, INDIA

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: U52190MH2008PTC179371

Name of the company: Naaptol Online Shopping Pvt. Ltd

Registered office: Shop# 11, Conopus, Kabra Galaxy, Star-I CHS, Brahmand, Azad Nagar, Thane West – 400 607

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 my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting / ~~Extra Ordinary General Meeting~~ of the Company held on Tuesday, 27th September, 2016 at Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India. at 12.30 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt:
 - (a) The audited standalone "financial statement of the Company for the "financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated "financial statement of the Company for the "financial year ended March 31, 2016.
2. To ratify the appointment of Statutory Auditor and fix their remuneration.
3. To appoint Mr. Hidetaka Morimoto (DIN 07518429) as a Non Executive Director of the Company.

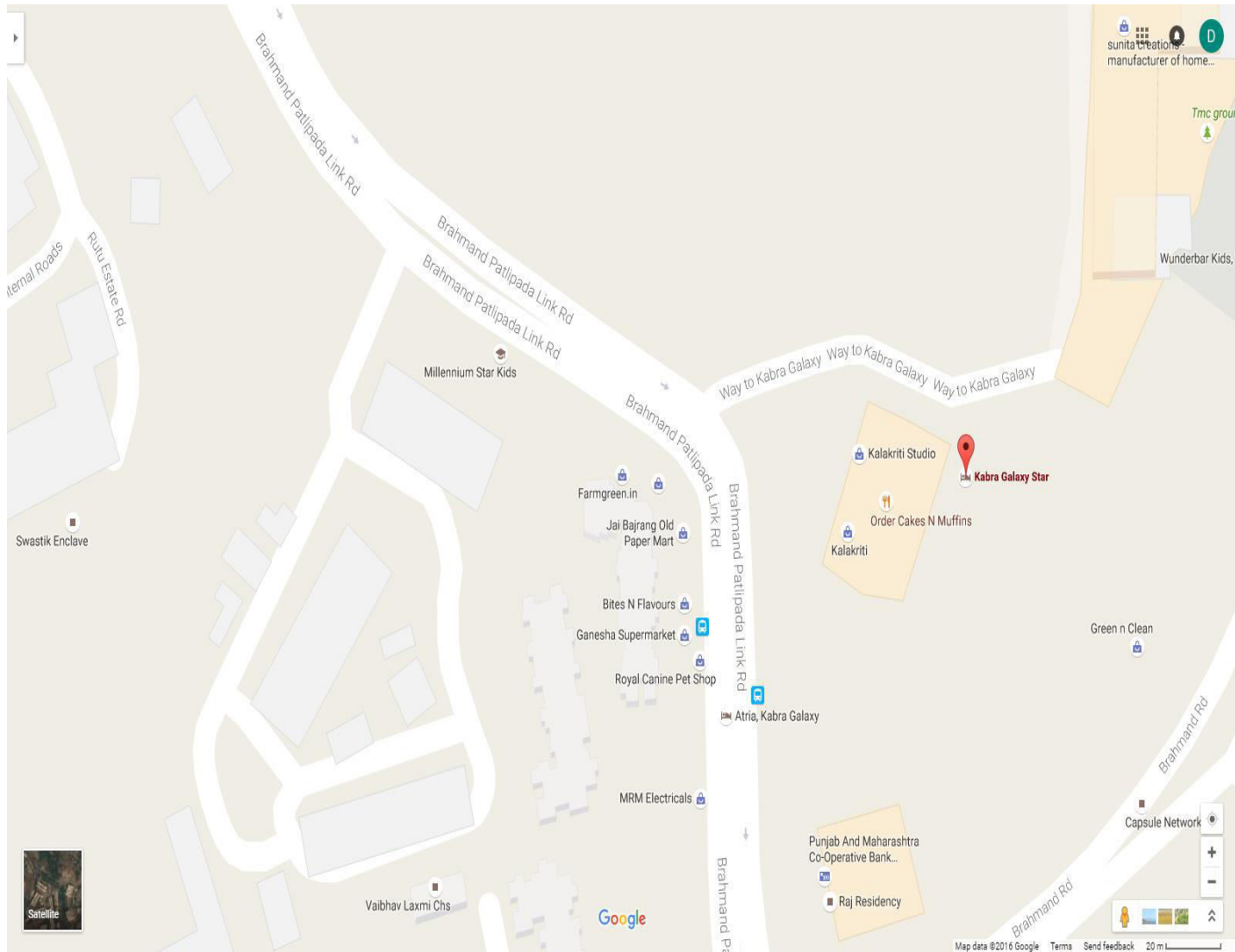
Signed this..... day of..... 2016

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. A Proxy need not be a member of the Company.



Route Map

NAAPTOL ONLINE SHOPPING PRIVATE LIMITED

Shop# 11, Conopus, Kabra Galaxy,
Star- I CHS, Brahmand, Azad Nagar
Thane West – 400 607