

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NAAPTOL ONLINE SHOPPING PRIVATE LIMITED WILL BE HELD ON THURSDAY 28th SEPTEMBER, 2017 AT 10.00 A.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 the audited standalone financial statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

(a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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 Chandniok & 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. 9th AGM till the conclusion of next Annual General Meeting i.e. 10th AGM of the Company to be held in 2018 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013 (‘Act’) read with Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions, all the Registers to be kept and maintained by the Company under Section 88 of the Act including the Register and Index of Members and/or other Security holders, and copies of all Annual Returns, prepared under Section 92 of the Act, together with the copies of certificates and documents relevant to the said Registers / Annual Returns, etc., be kept and maintained at the office of the Registrar and Share Transfer Agent of the Company viz. M/s Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, instead of the Registered Office of the Company.”

Place: Rabale, Navi Mumbai

By Order of the Board of Directors

Dated: 30th August, 2017

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 Series/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/Letter of Authority/ 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, 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 Ms. 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 1st Floor, Bharat Tin Works building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai-400 059.

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 1st Floor, Bharat Tin Works building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri - East, Mumbai-400 059 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.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3:

The Company has kept and maintained all the Registers, Returns under Section 88 of the Act including the Register and Index of Members and/or other Security holders, and copies of all Annual Returns, prepared under Section 92 of the Act, together with the copies of certificates and documents relevant to the said Registers / Annual Returns, etc., at the office of the Registrar and Share Transfer Agent viz. M/s Bigshare Services Private Limited Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059, Maharashtra, instead of the Registered Office of the Company.

Hence, under subsection (1) of Section 94 of the Companies Act, 2013 the notice for passing special resolution for seeking members consent is sought.

The Board of Directors recommends the passing of the proposed resolution as a special resolution and requests your approval for the same.

None of the Directors of the Company or their relatives are concerned or interested in the said resolution.

Place: Rabale, Navi Mumbai
Dated: 30th August, 2017

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)

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

CIN: U52190MH2008PTC179371

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 Annual General Meeting of the Company held on Thursday, the 28th September, 2017 at 10.00 am 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

Member's / Proxy's Signature

Note:

1. Please complete the attendance slip by filling details like Folio No. / DP ID – Client ID, of shares held & name, sign this Attendance Slip & handover at the venue of meeting.
2. Electronic copy of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant/Company (as a part of company's green initiative) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.

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 Thursday, 28th September, 2017 at Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India. at 10.00 a.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, 2017, 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, 2017 & the reports of Auditors thereon.
2. To ratify the appointment of Statutory Auditor and fix their remuneration.
3. To keep the registers and returns, etc., at a place other than Registered Office of the Company.

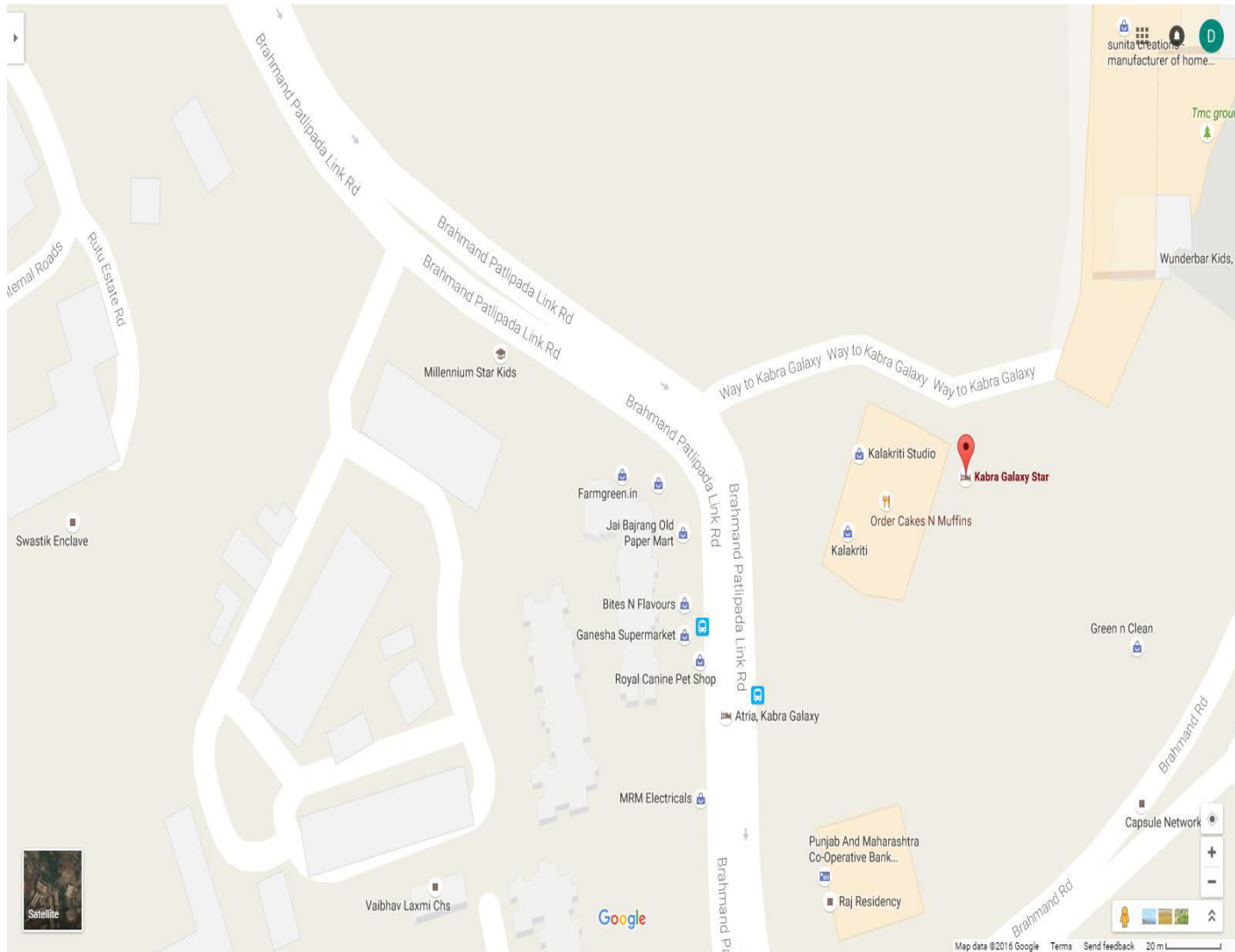
Signed this..... day of..... 2017

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