

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF NAAPTOL ONLINE SHOPPING PRIVATE LIMITED WILL BE HELD ON THURSDAY 22<sup>nd</sup> DAY OF JUNE, 2017 AT SIGMA IT PARK, 4<sup>TH</sup> FLOOR, 401-406, PLOT NOS. R-203 & 204, TTC INDUSTRIAL ESTATE, RABALE, NAVI MUMBAI- 400701, MAHARASHTRA, INDIA AT 4.00 PM TO TRANSACT THE FOLLOWING BUSINESS:-**

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### **SPECIAL BUSINESS:**

#### **1. Alteration of Articles of Association:**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company is hereby accorded to alter the Articles of Association of the Company in the following manner:

- i. Clause No. 8 of Part A be amended in the following manner:  
The word ‘twenty days’ as appearing in the 2<sup>nd</sup> line and word “Twenty One” in the last line be replaced by the words “seven”.
- ii. Under Part B Clause 1.  
Definition of “Key Management Team” shall amended/altered and read as follows:

“Key Management Team” shall mean Executive Directors, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and any other person identified as such by the Investors.

Definition of “Management Team” & “Key Managerial Personnel” has been added and read as follows:

“Management Team” means 1 level below Board of Directors including all respective heads of the department.

“Key Managerial Personnel”, in relation to a company, mean the persons as defined under Section 2(51) of the Companies Act, 2013.

- iii. Under Part B clause No. 8.5.2., shall amended/alterd and read as follows:  
In 9<sup>th</sup> Line “2 (Two) weeks” shall be replaced with “1(One)” week respectively.
- iv. Under Part B clause No. 15.1., shall amended/alterd and read as follows:  
In 4<sup>th</sup> and 8<sup>th</sup> Line “21 (Twenty One)” shall be replaced with “7(Seven)” respectively.
- v. Under Part B Clause 17.1.1 second table heading column name “Total Investment Ser A + B + C Eq & Pref” shall be replaced with “Total Investment Ser A + B Equity & A + B+ C Preference”
- vi. Under Part B, Clause 17.1.2 in the table heading column name “Party” and under Common Stock in the row name ICP Holdings I Series C (SVB) shall be replaced with ICP Holdings I (SVB) & “Mitsui Series C” shall be replaced with “Mitsui”
- vii. Under Part B, Clause 17.1.2 in the table heading column name “Party” and under Preference Stock in the row name “Mitsui & Co. Ltd. – Subscription Shares” shall be replaced with “Mitsui& Co. Ltd. – Series C”
- viii. Under Part B, Clause 20 TERMS AND CONDITIONS OF SERIES A EQUITY SHARES in last line at the end of the sentence words “and the Series C Equity Shares.” shall be deleted.
- ix. Under Part B, Clause 21 TERMS AND CONDITIONS OF SERIES B EQUITY SHARES in last line at the end of the sentence words “and the Series C Equity Shares.” shall be deleted.

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**Place: Rabale**  
**Dated: 25/05/2017**

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)**

**Note:**

1. **AMEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) 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.
3. Members are requested to send their queries, if any at the Company's Registered Office, at least 3 days before the EGM, so that the information can be compiled in advance.
4. In case of joint holders attending the EGM, 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 EGM 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 EGM.
6. MCA's Green Initiative in Corporate Governance:  
The Ministry of Corporate Affairs (MCA) has vide its Circular No. 17/2011 dated 21<sup>st</sup>April, 2011 and Circular No. 18/2011dated 29<sup>th</sup>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 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 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 Notice to the Meeting. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection between 11.00 a.m. to 6.30 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to the date of the Extra Ordinary General Meeting of the Company at registered office Shop# 11, Conopus Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India & Corporate Office of the Company at SIGMA IT PARK, 4<sup>th</sup> floor, 401-406, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai-400701, Maharashtra, India.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO.1:**

The existing regulations contained in Articles of Association require alteration. The Board of Directors at its Meeting held on 28<sup>th</sup> April, 2017 has approved Alteration in Articles of Association.

The brief Explanation to carry out alteration in Articles of Association is mentioned below:

Explanation to Point No. i & iv

Ministry of corporate Affairs (India) has made announcement to carry out certain amendments in the Companies Act, 2013 vide Notification dated 5th June, 2015 in order to carry out business easily and expeditiously for private limited companies. Before amendment there was 21 days clear notice required for any business to be transacted in General Meeting. It would be more convenient and ease to transact business by reducing the timeline from 21 clear days to 7 clear days.

Private Companies now have the option to provide for their own regulations with respect to notice of General Meeting. It will also provide substantial relaxation in administration of general meeting, overall improvement in organizational functioning & operational convenience of the Company. Hence it was feasible to carry out this amendment.

Explanation to Point No. ii

Definitions of terms like “Key Management team” & “Management team” has been aligned in line with Organisation structure & “Key Managerial Personnel” has been added in accordance with Companies Act, 2013.

Explanation to Point No. iii

Period for sending of notice of Steering Committee Meetings has been reduced from 2 Weeks to 1 week for better and timely compliances.

Explanation to Point No. v to ix

Due to oversight “Series C Equity shares” has been erroneously added and reflected in the Articles of Association indeed these series does not exist. Hence it is recommended to delete the same to reflect correct series of Equity Shares. Also “Mitsui & Co. Ltd. – Subscription Shares” shall be replaced with “Mitsui& Co. Ltd. – Series C” to reflect holding of Series C Preference Shares by them.

Further draft of Articles of Association referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection between 11.00 a.m. to 6.30 p.m. on all working days, except Saturdays, Sundays and Public Holidays, up to the date of the Extra Ordinary General Meeting of the Company at registered office Shop# 11, Conopus Kabra Galaxy Star-I CHS, Brahmand, Azad Nagar, Thane West- 400 607, Maharashtra, India & Corporate Office of the Company at SIGMA IT PARK, 4<sup>th</sup> floor, 401-406, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai- 400701, Maharashtra, India.

As required under provisions of the Companies Act, 2013 any alteration in Articles of Association requires the approval of the members in General Meeting. The Board sought approval of the members of the Company, by way of a Special resolution pursuant to Section 14 of the Companies Act, 2013, to carry out Alteration in Articles of Association.

None of the Directors / Key Managerial Personnel and their relatives is concerned or interested in this resolution.

**Place: Rabale**  
**Dated: 25/05/2017**

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)**

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**Naaptol Online Shopping Pvt. Ltd.**  
Shop# 11, Conopus, Kabra Galaxy Star-I CHS, Brahmand, 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

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I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 22<sup>nd</sup> June, 2017 at 4.00 pm at Sigma IT Park, 4<sup>th</sup> Floor, 401-406, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai- 400701, 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 Extra-Ordinary General Meeting (EGM) 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.

**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, Maharashtra, India

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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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 Extraordinary General Meeting of the company, to be held on the 22<sup>nd</sup> day of June, 2017 at 4.00 P.M at Sigma IT Park, 4<sup>th</sup> Floor, 401-406, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai- 400701, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Alteration of Articles of Association.

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

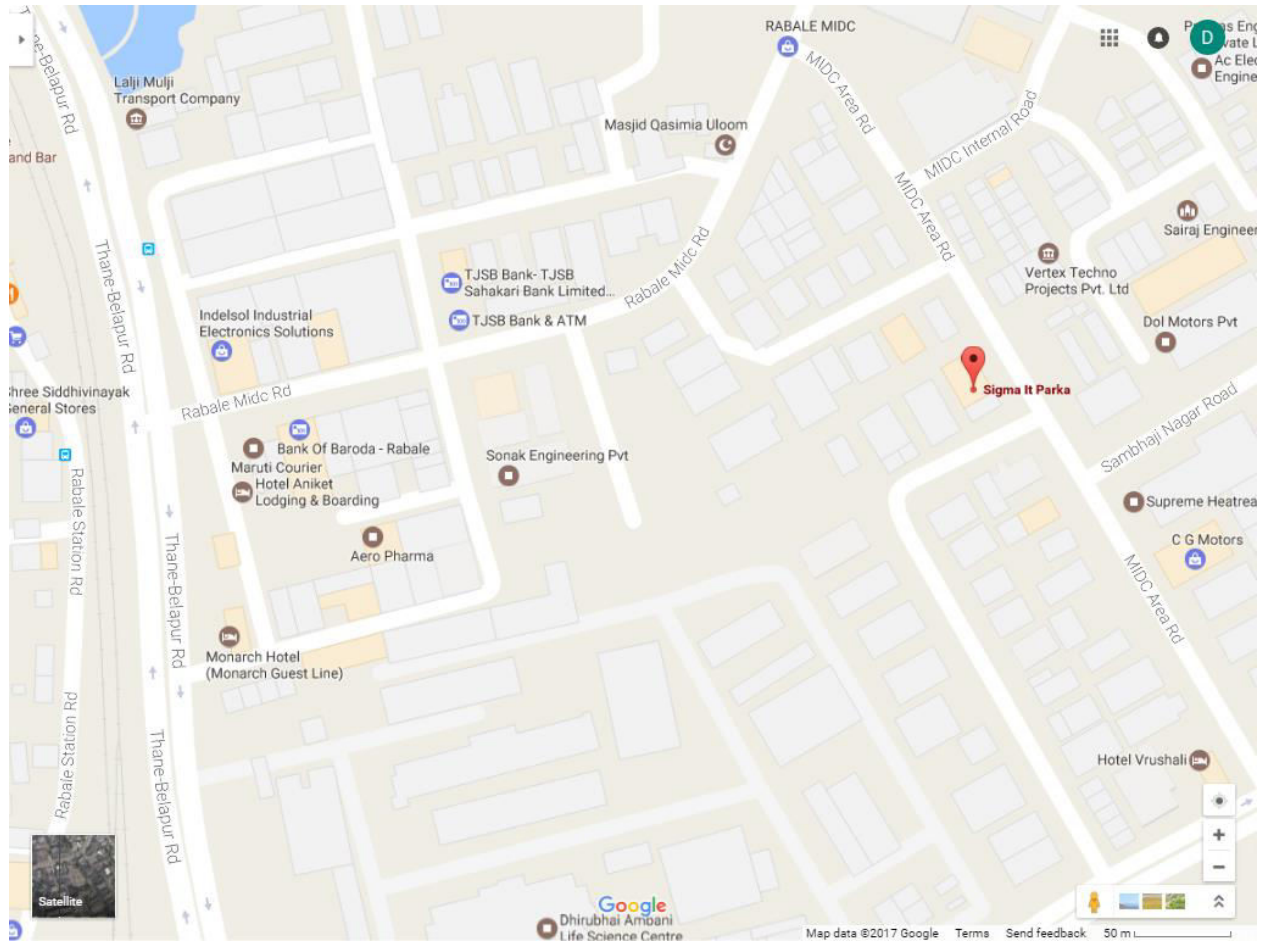
Signature of shareholder

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.**





## Route Map

### **Naaptol Online Shopping Private Limited**

401-406, 4<sup>th</sup> Floor, Plot Nos. 203 & 204,  
TTC Industrial Estate, Rabale,  
Navi Mumbai- 400701  
Maharashtra, INDIA.