

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF NAAPTOL ONLINE SHOPPING PRIVATE LIMITED WILL BE HELD ON FRIDAY, 29TH JUNE, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT SIGMA IT PARK, 4TH FLOOR, 401-406, PLOT NOS. R-203 & 204, TTC INDUSTRIAL ESTATE, RABALE, NAVI MUMBAI - 400701, MAHARASHTRA, INDIA AT 10.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS AS:

SPECIAL BUSINESS:

Item No. 1:

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 any rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Authorised Share Capital of the Company of Rs. 6,50,00,000/- (Six Crores Fifty Lakhs only) divided into 18,00,000 (Eighteen Lacs) Equity Shares of Rs.10/- each, 6,32,000 (Six Lacs Thirty Two Thousand) Preference shares of Rs.10/- each and 20,34,000 (Twenty Lacs Thirty Four Thousand) Preference shares of Rs.20/- each be and is hereby reclassified to Rs.6,50,00,000/- (Six Crores Fifty Lakhs only) divided into 17,80,000 (Seventeen Lacs Eighty Thousand) Equity Shares of Rs.10/- each, 6,32,000 (Six Lacs Thirty Two Thousand) Preference shares of Rs.10/- each and 20,44,000 (Twenty Lacs Forty Four Thousand) Preference shares of Rs.20/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act read with the rules framed there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 6,50,00,000/- (Six Crores Fifty Lakhs only) divided into 17,80,000 (Seventeen Lacs Eighty Thousand) Equity Shares of Rs.10/- each, 6,32,000 (Six Lacs Thirty Two Thousand) Preference shares of Rs.10/- each and 20,44,000 (Twenty Lacs Forty Four Thousand) Preference shares of Rs.20/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

ISSUE AND OFFER 146,375 SERIES C2 COMPULSORILY CONVERTIBLE PREFERENCE SHARES TO MITSUI & CO. LTD AND CMDB II:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 55, 62 and any other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), provisions of Foreign Exchange Management Act, 1999 and the notifications issued by the Reserve Bank of India (“**RBI**”) and other applicable laws, all relevant statutes, laws and regulations for the time being in force and Articles of Association of the Company, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) to offer, issue and allot up to 146,375 (One Lac Forty Six Thousand Three Hundred and Seventy five) Series C2 Compulsorily Convertible Preference Shares (“CCPS” or “Preference Shares”) with a face value of Rs. 20/- each at a price of Rs. 5,000 per share (Including premium of Rs. 4,980/- per share) aggregating to Rs. 7,31,875,000 to the persons mentioned as below:

Investor's Name	No. of Series C2 Compulsory Convertible Preference Shares (CCPS)	Amount (with issue price of Rs. 5000 per share)	Address & Occupation of Investor
Mitsui & Co. Ltd.	79,135	Rs. 395,675,000/-	1-3, Marunoichi, 1-chrome, <u>Chiyoda-Ku, Tokyo</u> 100-8631, <u>Japan.</u> Occupation: Business
CMDB II	67,240	Rs. 336,200,000/-	C/o. Trident Trust Company (Mauritius) Limited, 5 th Floor Barkly

			Wharf Le Caudan Waterfront, Port Louis, Mauritius Occupation: Business
Total	146,375	Rs. 731,875,000/-	

RESOLVED FURTHER THAT the particulars as per Rule 9(2) of the Companies (Share Capital and Debenture) Rules, 2014 pursuant to the issuance of Series C2 CCPS are as under:

a)	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The Series C2 Preference Shares shall carry a preferential right to be paid an aggregate annual dividend of an amount per annum equal to 10% of the Subscription Price per Series C2 Preference Share (or such other higher dividend as may be declared by the Company), in relation to all Series C2 Preference Shares, payable when and if declared by the Board, in priority over the right of the Other Shareholders to receive dividend.
b)	The participation in surplus fund	As provided in (c) below
c)	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	<p>In the event of any scheme of merger, acquisition, reorganization, liquidation, dissolution, winding-up or sale of the Company which results in the sale of all or substantially all the assets of the Company (each a “Liquidation Event”), the proceeds realised out of the assets of the Company will be distributed as follows:</p> <p>Upon the occurrence of a Liquidation Event, the Investors, the Promoter and other Shareholders shall be entitled to receive distributions as follows</p> <p>Firstly, the investors shall be entitled to receive, prior and in preference to any dividend or distribution of any of the Assets or surplus funds of the Company to the Promoter or other Shareholders of the Company by reason of their</p>

		<p>ownership thereof, an amount equal to 200% (Two Hundred percent) of the Series C2 Subscription Amount and 110% (One Hundred and Ten percent) of their respective share of the Series C Subscription Amount, Series C1 Subscription Amount, the Second Series B Subscription Amount, the NEA Purchase Money, the Series B Subscription Amount and the Series A Subscription Amount (as the case may be) together with any declared but unpaid dividends.</p> <p>Provided that, if the proceeds from such Liquidation Event are insufficient for the purposes above, the holders shall receive distributions to the maximum extent possible in a ratio that is pro-rata to their respective investments in the Investor Preference Shares.</p> <p>Secondly, the investors shall share the remaining proceeds on a Fully Diluted Basis with the Promoter and other Shareholders until each such investors has received an amount equal to 300% of their respective share of the Series C Subscription Amount, Series C1 Subscription Amount, the Series C2 Subscription Amount, the Second Series B Subscription Amount, the NEA Purchase Money, the Series B Subscription Amount and the Series A Subscription Amount (as the case may be).</p> <p>All remaining proceeds shall be distributed pari-passu to the Equity Shareholders.</p> <p>Upon the occurrence of a Liquidation Event, the holders of Series A Preference Shares, holders of Series B Preference Shares and holders of Series C Preference Shares, Series C1 Preference Shares and Series C2 Preference Shares, shall at their option be entitled to (a) exercise their right to convert these into equity shares, or (b) receive distributions per the liquidation preference</p>
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		provided above.
d)	The payment of dividend on cumulative or non-cumulative basis	Non-Cumulative
e)	The conversion of preference shares into equity shares	The holders of Series C2 Preference Shares shall at any time have the right to convert any or all shares of their Series C2 Preference Shares, at the option of the relevant preference shareholder into Equity Shares. Each Preference Share shall be convertible into maximum of one equity shares, which shall be subject to adjustments as per terms agreed between the holders of Series C2 Preference Shares and the Company.
f)	The voting rights	As per the provisions of the Companies Act, 2013 and as agreed between the Company and the shareholders.
g)	The redemption of preference shares	Not Redeemable and compulsory Convertible into equity shares.

RESOLVED FURTHER THAT the duly filled in private placement offer letter (in prescribed form), record of private placement offer (in prescribed form) maintained by the Company and the share application form to be issued for the purpose of this offering as per Section 42 of the Act and the rules framed thereunder, as tabled at the meeting be and is hereby approved.

RESOLVED FURTHER THAT the members hereby ratify, confirm and approve all actions taken or to be taken by directors/officers of the Company in negotiating and executing (i) a Share Subscription Agreement to be signed between the Company, Mitsui & Co., Ltd., CMDDB II and Mr. Manu Agarwal for the fresh issue of 146,375 Series C2 Compulsorily Convertible Preference Shares on a preferential basis and (ii) an amendment agreement to the Restated Shareholders' Agreement dated 20th June, 2018 signed between the Company and its shareholders, as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to enter into all such agreements as it may in its absolute discretion deem necessary, proper or desirable and to give such directions as may be necessary to settle any question or difficulty that may arise in relation thereto.”

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED HEREWITH.
2. Members/ proxies should bring duly filled Attendance slips sent herewith to attend the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. THE RELEVANT EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 IS ENCLOSED HEREWITH.

On behalf of the Board of Directors

For **NAAPTOL ONLINE SHOPPING PRIVATE LIMITED**

Mohd. Yusuf Khan
(Director)
(DIN: 03183828)

Place: Mumbai

Date: 21st June, 2018

ANNEXURE TO NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) to the item of Special Business to be transacted at the Extra-Ordinary General Meeting to be held on Friday, 29th June, 2018.

Item No. 1:

To reclassify authorised share capital and consequent Alteration of Memorandum of Association:

The present authorised capital of the Company is existing Authorised Share Capital of the Company of Rs.6,50,00,000/- (Six Crores Fifty Lakhs only) divided into 18,00,000 (Eighteen Lacs) Equity Shares of Rs.10/- each, 6,32,000 (Six Lacs Thirty Two Thousand) Preference shares of Rs.10/- each and 20,34,000 (Twenty Lacs Thirty Four Thousand) Preference shares of Rs.20/- each and it is proposed to reclassify to Rs.6,50,00,000/- (Six Crores Fifty Lakhs only) divided into 17,80,000 (Seventeen Lacs Eighty Thousand) Equity Shares of Rs.10/- each, 6,32,000 (Six Lacs Thirty Two Thousand) Preference shares of Rs.10/- each and 20,44,000 (Twenty Lacs Forty Four Thousand) Preference shares of Rs.20/-each.

A separate proposal for Preferential Issue of 146,375 (One Lac Forty Six Thousand Three Hundred and Seventy five) Series C2 Compulsorily Convertible Preference Shares ("CCPS" or "Preference Shares") with a face value of Rs. 20/- each at a price of Rs. 5,000/- per share (Including premium of Rs. 4980/- per share) has been submitted for the approval of Shareholders under item no. 2 of this Notice. The Equity and preference capital component of authorised capital is sought to be reclassified to enable this issue.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association.

The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by special resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item No.2:

The Company proposes to issue, offer and allot 146,375 Compulsorily Convertible Preference Shares (hereinafter referred as "CCPS") of face value of Rs. 20/- (Rupees Twenty Only) at a price of Rs. 5,000/- per share (Including premium of Rs. 4980/- per share) each on preferential basis to finance its working capital requirements.

The details of the Preferential Issue and other particulars as required under Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of Companies (Share Capital and Debentures) Rules, 2014 are as given below:

1. Objects of the Issue:

The object of the proposed issue of CCPS is to augment the Company's financial resources for meeting the additional capital requirements and/or for expansion of the business.

2. Intention of the Promoters/ Directors/ Key Management Persons:

None of the other Promoters, Directors and Key Management Personnel of the Company intends to subscribe the proposed offer.

3. Proposed time within which allotment will be completed:

The allotment of CCPS shall be completed within a period of 60 days from the date of receipt of application money.

4. Size of the Issue:

146,375 (One Lac Forty Six Thousand Three Hundred and Seventy five) Series C2 Compulsorily Convertible Preference Shares ("CCPS" or "Preference Shares") with a face value of Rs. 20/- each at a price of Rs. 5,000/- per share (Including premium of Rs. 4980/- per share) aggregating to Rs. 7,31,875,000/-

5. Price at which the security is being offered:

Each CCPS shall be issued at a price of Rs. 20/- each at a price of Rs. 5,000/- per share (Including premium of Rs. 4980/- per share).

6. Basis on which the price has been arrived at along with report of the registered valuer:

The value has been arrived on the basis of internationally accepted/adopted valuation norm as per market practice.

7. Class of Persons to whom allotment is proposed to be made:

Foreign investors are the entity's to whom allotment is proposed.

8. Change in Control:

There will be no change in the management of the Company as a result of the above preferential allotment.

9. Consideration Other than Cash:

Consideration for preferential issue of CCPS pursuant to this resolution shall be for cash only and not otherwise.

10. Relevant date with reference to which the price has been arrived:

16th May, 2018

11. Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

- a. Mitsui & Co. – 45.94%
- b. CMDDB II – 54.06%

12. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

There were no preferential allotments made during the year.

13. Shareholding Pattern of the Company before and after the Proposed Issue:

Sr. No.	Particulars	Pre-Issue		Post-Issue	
		No. of Shares	% of Share holding	No. of Shares	% of Share holding
A	Promoter Holding				
	Indian				
	Individual	461172	12.14%	461172	11.69%
	Bodies Corporate	9999	0.26%	9999	0.25%
	Foreign Promoters	-	-	-	-
	Total (A)	471171	12.30%	471171	11.94%
B	Non – Promoter’s Holding				
1	Institutional Investors	-	-	-	-
2	Non Institution				
	Bodies Corporate – Indian	10000	0.26	10000	0.25%
	Bodies Corporate – Foreign	2121756	55.83	2268131	57.47%
	Directors & Realtives	24631	0.66	24631	0.63%
	Indian Public	416297	10.95	416297	10.55%
	Others (including NRI’s)	756260	19.90	756260	19.16%
	Total (B)	3328944	87.70%	3475319	88.06%
	Grand Total (A+B)	3800115	100%	3946490	100%

* Including the allotment of 146,375 (One Lac Forty Six Thousand Three Hundred and Seventy five) Series C2 Compulsorily Convertible Preference Shares (“CCPS” or “Preference Shares”) with a face value of Rs. 20/- each.

Section 42 of the Companies Act, 2013 provides that the proposed preferential allotment of shares required the approval of members of the Company by a Special Resolution in a general meeting.

Under the proposed Special Resolution(s), consent of the Members is being sought pursuant to provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules 2014 as amended from time to time, to offer the proposed issue of CCPS on a Private Placement basis as aforesaid and your Board recommends the special resolution for approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends to the Shareholders for passing the proposed Special Resolution.

On behalf of the Board of Directors

For **NAAPTOL ONLINE SHOPPING PRIVATE LIMITED**

Mohd. Yusuf Khan
(Director)
(DIN: 03182838)

Place: Mumbai

Date: 21st June, 2018

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

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 Friday, the 29th June, 2018 at 10.30 A.M. at Sigma IT Park, 4th 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.

**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 ~~Annual General Meeting~~ / Extra Ordinary General Meeting of the Company held on Friday, 29th June, 2017 at Sigma IT Park, 4th Floor, 401-406, Plot Nos. R-203 & 204, TTC Industrial Estate, Rabale, Navi Mumbai – 400 701, Maharashtra, India at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and adopt the Reclassification of authorised share capital and consequent Alteration of Memorandum of Association; and
2. To consider and adopt Issue and offer 146,375 series C2 Compulsory Convertible Preference Shares to Mitsui & Co. Ltd and CMDDB II.

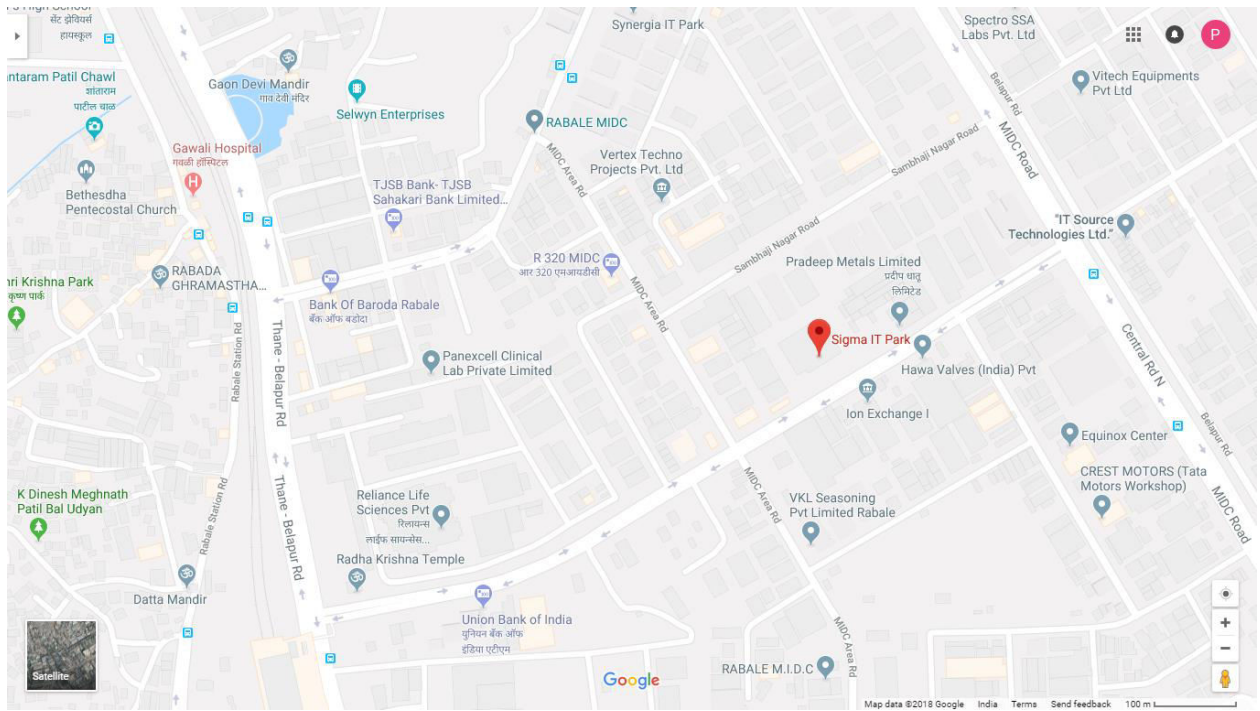
Signed this..... day of..... 2018

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

Sigma IT Park, 4th Floor, 401-406,
Plot Nos. R-203 & 204, TTC Industrial Estate,
Rabale, Navi Mumbai – 400701, Maharashtra, India