



HIGH STREET ESSENTIALS PRIVATE LIMITED

G-4, Sector-6, Noida (UP)-201301 Ph: 0120-4999470

Website: www.faballey.com E-mail: Highstreetessentials@gmail.com

CIN: U52590DL2012PTC230244

NOTICE OF 05TH EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 05th Extra-Ordinary General Meeting of the Shareholders of **High Street Essentials Private Limited** will be held on Friday, 24th March, 2017 at 10:00 a.m. at corporate office at G-4, Sector-6, Noida, UP-201301 to transact the following business on a shorter notice:

1. APPOINTMENT OF MS. PRERNA BHUTANI AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to section 152 and all other applicable provisions of the Companies Act, 2013 read with rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to appoint Ms. Prerna Bhutani as Director of the Company.”

“**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file the prescribed e-form DIR-12 with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, things as may be considered necessary for the said appointment.”

2. ISSUE OF EQUITY SHARES AND PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to Section 42 and 55 of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, respectively (including any statutory modification thereto or re-enactment thereof for the time being in force) in accordance with the Shareholder’s Agreement and Share Subscription Agreement, Articles of Association of the Company and such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, the Consent of the Shareholders of the Company be and is hereby accorded to create, issue, offer and allot as below:

- a. 50 **Series F Equity Shares** of face value of Rs. 10 each at a premium of Rs. 552.26 per Equity share aggregating to Rs. 28,113/- to following:-

S. No.	Name of Investor	No. of shares to be issued	Face Value (INR)	Share Premium (INR)	Issue Price (INR)	Total Amount
1.	India Quotient 2	50	10	552.26	562.26	28,113/-
	Total	50				28,113/-

- b. 71,091 **Series A Preference Shares** of face value of Rs. 10 each at a premium of Rs. 552.26 per Preference share aggregating to Rs. 3,99,71,625.66/- to following:-

Regd. Off.: D-3, 1st Floor, Maharani Bagh, New Delhi-110065



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S. No.	Name of Investor	No. of shares to be issued	Face Value (INR)	Share Premium (INR)	Issue Price (INR)	Total Amount
1.	India Quotient 2	71,091	10	552.26	562.26	3,99,71,625.66/-
	Total	71,091				3,99,71,625.66/-

“RESOLVED FURTHER THAT pursuant to the provisions of Section 55 of Companies Act, 2013 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 the following will be the terms of the issue of Series A preference shares:

S. No	Particulars	Details
1.	the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The payment of dividend on Preference Shares shall be on priority vis-à-vis Equity shares
2.	the participation in surplus fund	Investors has a right to participate but no obligation
3.	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	remaining proceeds after discharging all statutory liabilities shall be distributed to the respective New Investors holding Series A Preference Shares or Series F Equity Shares and to the holders of Series E Equity Shares, in preference and priority to all other Shareholders or securities-holders of the Company
4.	the payment of dividend on cumulative or non-cumulative basis	Each Series A Preference Share shall carry a preferential non-cumulative dividend of 0.001% per annum or actual dividend declared on Equity Shares on an As-if-converted Basis, whichever is higher
5.	the conversion of preference shares into equity shares	Series A Preference Shares shall be converted into Series F Equity Shares
6.	the voting rights	Each Series A Preference Share shall carry voting rights proportionate to the number of Equity Shares that such Preference Share would have converted into, calculated on a Fully Diluted Basis.
7.	the redemption of preference shares	Tenure: 20 years from the date of issue of Series A Preference Shares or at the time of qualified IPO or at the discretion of investors



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“RESOLVED FURTHER THAT the draft of the application form with private placement offer letter in form PAS- 4 and along with other documents and recorded in form PAS-5 be and is hereby approved by the Shareholders of the company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things to resolve all questions or doubts that may arise in regard to the allotment on Private placement, to utilize proceeds of the issue of Securities including the post issue formalities, without being required to seek fresh approval of the Shareholders of the company or otherwise, to the end and intent that the Shareholders of the company shall be deemed to have their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file requisite e-form with Registrar of Companies and to do all such acts which are required for giving effect to the above resolutions.”

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. The proxy form in order to be effective must be deposited with the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of special business under Item no.1 and Item No. 2 are annexed.

**For and on behalf of the Board of
High Street Essentials Private Limited**

Sd/-
Shivani Poddar
Whole-time Director
DIN: 05128649
D-3 First Floor,
Block D, Maharani Bagh
Delhi-110065

Place: Noida
Date: 18.03.2017



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF RESOLUTION OF EXTRA-ORDINARY GENERAL MEETING

Item No.1 Appointment of Ms. Perna Bhutani as Director of the Company

As per Shareholder's and Share Subscription Agreement executed on 29th September, 2016, India Quotient 2 is entitled to nominate one investor Director to the Board. India Quotient 2 has nominated Ms. Perna Bhutani for such appointment.

Ms. Perna Bhutani is partner of India Quotient 2. She is an eminent professional and has a great experience of work.

Company seeks to obtain the Shareholder's approval for approving the appointment of Ms. Perna Bhutani as Director of the company.

None of the Directors and other Key Managerial Person and relative of Director of the company is interested in the above said resolution.

Item No. 2 Issue of Equity Shares and Preference Shares on Private Placement Basis

The Company is looking forward to second tranche of investment by offering the Equity shares and Preference shares to the investor India Quotient 2 on Private Placement basis as per Shareholder's and Share Subscription Agreement executed on 29th September, 2016.

Disclosures required under the relevant rules are attached separately as follows:

Annexure A: As per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014

Annexure B: As per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014

As per Companies Act, 2013, approval of Shareholders in the Extra-Ordinary General Meeting are required for offering and issuing Equity Shares and Preference shares by passing Special resolution as set out in item no. 2.

None of the Directors, Managers and Key Managerial Personnel of the company is in any way concerned or interested, financial or otherwise in this resolution.



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Annexure A

The additional information and disclosures for private placement of Series F Equity Shares and Series A Preference Shares as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Justification of price (Including Premium if any): On the basis of the report of Sanjay Bhawania & Co., Chartered Accountants, Firm Regn. 022755N, (CA. S.K. Bhawania, Membership No: 038251) dated 16th March, 2017. The valuation is based on the Discounted Cash Flow Method.



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Annexure B

The additional information and disclosures for private placement of Series A Preference Shares as per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014:

- a) Size of the issue and the total number of preference shares to be issued and nominal value of each share:
 - i. Size of the issue: INR 3,99,71,625.66/-
 - ii. Total number of preference shares to be issued: 71,091/-
- b) Nature of shares: Compulsorily convertible and cumulative preference shares.
- c) Objectives of the Issue: To meet the financial requirement for expansion of business.
- d) Manner of issue of shares: Private Placement basis as per Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014
- e) The price at which such shares are proposed to be issued: Rs 562.26/-
- f) Basis on which the price has been arrived: On the basis of the report of Sanjay Bhuwania & Co., Chartered Accountants, Firm Regn. 022755N, (CA. S.K. Bhuwania, Membership No: 038251) dated 16th March, 2017. The valuation is based on the Discounted Cash Flow Method.
- g) The terms of issue, including terms and rate of dividend on each share, etc.:
 - i. Dividend: The payment of dividend on Preference Shares shall be on priority vis-à-vis Equity shares
 - ii. Liquidation Preference: remaining proceeds after discharging all statutory liabilities shall be distributed to the respective New Investors holding Series A Preference Shares or Series F Equity Shares and to the holders of Series E Equity Shares, in preference and priority to all other Shareholders or securities-holders of the Company
 - iii. Term: Upon the earlier of the date, or the occurrence of an event, specified by vote or written consent or agreement of the Requisite Investors. Notwithstanding the foregoing, each Preference Share shall mandatorily convert into Equity Shares at the Conversion Ratio then in effect for such series of Preference Shares upon the date that is 20 years after the date on which such series of Preference Shares were first issued by the Company.
- h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:
 - i. Term of Redemption: Not applicable
 - ii. Term of Conversion: Upon the earlier of (i) a period of 20 (twenty) years from the date of issue of the respective tranche of Series A Preference Shares; or (ii) the occurrence of a Qualified Initial Public Offering of the Shares of the Company or at the discretion of Investors.



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i) The manner and modes of redemption: Not applicable

j) Current shareholding pattern of the Company:

S. No	Name of Shareholder	Type of Share Equity/CCPS	No. of Shares (A)	FV per share (B)	Total (A)*(B)	Paid up value per share (c)	Total (A)*(c)	% shareholding
1	Vinod Kumar Poddar	Equity Shares Equity Share of E Series	70,000 2,318	10 10	7,23,180	10 10	7,23,180	7.63
2	Shivani Poddar	Equity Shares Equity Share of A1 Series	3,15,000 1,334	10 50	32,16,700	10 50	32,16,700	33.36
3	Tanvi Malik	Equity Shares Equity Share of A1 Series	3,15,000 1,334	10 50	32,16,700	10 50	32,16,700	33.36
4	Dominor Investment Holding LLP	Equity shares of B Equity shares of C Series Equity shares of E	10,090 2,106 9,270	10 10 10	214660	10 5 10	2,04,130	2.26
5	Rehan Yar Khan	Equity shares of B and C Series	7,568 1,580	10 10	91,480	10 5	83,580	0.96
6	Mohit Goyal / Malavika Goyal	Equity shares of B Equity shares of C Series Equity shares of E	7,568 1,580 3,169	10 10 10	1,23,170	10 5 10	1,15,270	1.3
7	BFL Investments & Financial Consultants Pvt. Ltd.	Equity shares of B series Equity shares of E	7065 2,817	10 10	98,820	10 10	98,820	1.04



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8	Pradeep Kumar	Equity shares of B series	5046	10	50,460	10	50,460	0.53
9	Viswanath Ramachandran	Equity shares of B series	4,417	10	44,170	10	44,170	0.47
10	FAO Ventures LLP	Equity shares of B series Equity shares of E	10,090 2,318	10 10	1,24,080	10 10	1,24,080	1.31
11	Neeraj Goenka	Equity shares of B series Equity shares of E	10,090 4,635	10 10	1,47,250	10 10	1,47,250	1.55
12	Bharat Odhavji Mehta	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
13	Splice Advisors Pvt Ltd	Equity shares of B series	6,055	10	60,550	10	60,550	0.64
14	Ritesh Veera	Equity shares of B series Equity shares of E	5046 3,476	10 10	85,220	10 10	85,220	1
15	Ankur Meattle	Equity shares of B series	3,021	10	30,210	10	30,210	0.32
16	Hari Balasubramanian	Equity shares of B series Equity shares of E	4719 463	10 10	51,820	10 10	51,820	0.55
17	Karan Singh Thakral	Equity shares of B series	6,043	10	60,430	10	60,430	0.64
18	Vinish Kathuria	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
19	Prayerna Kaul	Equity shares of B series Equity shares of E	5046 2,012	10 10	70,580	10 10	70,580	0.74
20	Bharathram Thothadri	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
21	Vikas Kuthiala	Equity shares of B series Equity shares of E	7064 2,817	10 10	98,810	10 10	98,810	1.04
22	Rajiv Mehta	Equity shares of B series Equity shares of E	5046 2,897	10 10	79,430	10 10	79,430	0.84
23	Priyank Shankar Garg	Equity shares of B series Equity shares	7568 2,318	10 10	98,860	10 10	98,860	1.04



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		of E						
24	Harish Seth	Equity shares of B series Equity shares of E	5046 2,318	10 10	73,640	10 10	73,640	0.78
25	Nitin Dass Jain	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
26	Anku Jain	Equity shares of B series	6,055	10	60,550	10	60,550	0.64
27	Raman Roy / Charu Sehgal	Equity shares of B series Equity shares of E	5046 2,012	10 10	70,580	10 10	70,580	0.74
28	Anita Meattle	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
29	Bikram Dasgupta	Equity shares of B series	5,046	10	50,460	10	50,460	0.53
30	Anupam Gopal Mittal	Equity shares of B series Equity shares of E	5046 6,953	10 10	119,990	10 10	119,990	1.3
31	Indian Angel Network Services Pvt. Ltd.	Equity B and D series	105 1580	10	16,850	10 5	8,950	0.18
32	Mona Meattle	Equity shares of B series Equity shares of E	2025 2,012	10 10	40,370	10 10	40,370	0.43
33	SGAN India Pvt. Ltd. (Formally known as GCK Financial Services Pvt. Ltd.)	Equity shares of B series Equity shares of E	4,047 4,024	10 10	80,710	10 10	80,710	0.85
34	Rajasekhara Rao Mukkamala	Equity shares of E series	2,415	10	24,150	10	24,150	0.25
35	Sudeept Malik	Equity shares of E series	3,476	10	34,760	10	34,760	0.37
36	Rakesh Khanna	Equity shares of E series	2,318	10	23,180	10	23,180	0.24
37	Praerna Handa	Equity shares of E series	1,159	10	11,590	10	11,590	0.12
38	Allia El Rufai	Equity shares of E series	2,318	10	23,180	10	23,180	0.24

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39	Bharatham Thothadri	Equity shares of E series	2,012	10	20,120	10	20,120	0.21
40	India Quotient 2	Equity shares of F series	50	10	500	10	500	0.01
	TOTAL NO. OF EQUITY SHARES		9,48,279					100
41	India Quotient 2	CCPS	71,091	10	710910	10	710910	50.94
42	Dominor Investment Holding LLP (IAN Investors)	CCPS	14,235	10	142350	10	142350	10.20
43	Vikas Kuthiala (IAN Investors)	CCPS	2,661	10	26610	10	26610	1.91
44	Dominor Investment Holding LLP	CCPS	12,450	10	124500	10	124500	8.92
45	Ranjan Sharma and Poonam Sharma	CCPS	26,678	10	266780	10	266780	19.12
46	Aswin Babulal Shah, c/o FAO Ventures LLP	CCPS	8,893	10	88930	10	88930	6.37
47	Avirat Arora	CCPS	3,557	10	35570	10	35570	2.55
	TOTAL NO. OF CCPS		139,565					100.00

k) The expected dilution in equity share capital upon conversion of Preference shares shares: 71,091 Series A Preference share will get converted into 71,091 Series F Equity shares on conversion date.

**For and on behalf of the Board of
High Street Essentials Private Limited**

Sd/-
Shivani Poddar
Whole-time Director
DIN: 05128649
D-3 First Floor,
Block D, Maharani Bagh
Delhi-110065

Place: Noida
Date: 18.03.2017

Regd. Off.: D-3, 1st Floor, Maharani Bagh, New Delhi-110065