



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 03RD EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 03rd Extra-Ordinary General Meeting of the Shareholders of **High Street Essentials Private Limited** will be held on Tuesday, 20th September, 2016 at 11:00 a.m. at corporate office at G-4, Sector-6, Noida, UP-201301 to transact the following business on a shorter notice:

1. APPROVAL FOR CONVERSION OF COMPULSORY CONVERTIBLE DEBENTURE INTO EQUITY SHARES

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

“**RESOLVED THAT** pursuant to the provisions of section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association, consent of the Shareholders be and are hereby accorded to convert the 3,00,000 Compulsory Convertible Debenture of Rs. 100/- each into 69,527 Equity shares in Series E @ Rs. 431.49 each, as per the debenture agreement and as mutually decided by the Board of Directors to the below mentioned person:

S. No.	Shareholder	Series E Equity Shares to be issued	Father's Name	Address	Email id, if any
1	Dominor Investment Holding LLP	9,270	N.A	A-31, Hauz Khas, Delhi-110016	tushar@sara-intl.com
2	Mohit Goyal / Malavika Goyal	3,169	Shri Surendra Nath Goyal	N-156, Panchsheel Park, New Delhi-110017	mohgoy@hotmail.com
3	BFL Investments & Financial Consultants Pvt Ltd	2,817	N.A	10, Ishwar Nagar, New Delhi-110065	ajai@ajaichowdhry.in
4	FAO Ventures LLP	2,318	N.A	F/40, Dhanraj Mahal, C.S.M. Road, Apollo Bunder, Mumbai 400 039	faomer@gmail.com
5	Neeraj Goenka	4,635	Shri Sajjan Kumar Goenka	Plot No. 4, Shiv-Kunj, Rod No-11, JVPD Scheme, Vile Parle (W), Mumbai 400049	neeraj@texportgarments.com
6	Rajasekhara Rao Mukkamala	2,415	N.A	302 , GVS Towers, Lower Tank Bund Road, Hyderabad - 50029	nagbandaru@hotmail.com



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S. No.	Shareholder	Series E Equity Shares to be issued	Father's Name	Address	Email id, if any
7	Ritesh Veera	3,476	Motilal Veera	Plot No.9, Block 2 Sindhi colony, EK Veera Marg, ST RD, Chembur, Mumbai-400071	riteshveera@hotmail.com
8	Mona Meattle	2,012	W/o Ankur Meattle	26 Prithviraj Road, New Delhi - 11	ankurmeattle@gic.com.sg
9	Hari Balasubramanian	463	Ramaswamy Balasubramanian	Flat 4B, Golf Towers, 9 PGM Shah Road, Kolkata - 700095	hari@ontrackuk.com
10	SGAN India Pvt. Ltd. (Formally Known as GCK Financial Services Pvt. Ltd.)	4,024	N.A	Time Square, Wing A, 4th Floor, Office No. 1A, Opp Mittal Industrial Estate, Andheri-Kurla Road, Andheri-(East), Mumbai-400059	satveer@thakral.com
11	Prayerna Kaul	2,012	W/o Ajay Kaul	1491, ATS Green Village, Off Express Highway, Sector 93 A, Noida	ajay_kaul@jublfood.com
12	Vikas Kuthiala	2,817	Bhagwant Kishore Kuthiala	B 402 / 3 Central Park I , Golf Course Road, Sector 42, Gurgaon - 122009	vkuthiala@yahoo.com
13	Rajiv Mehta	2,897	Nitin Mehta	301 Prime Plaza, 38-A, S.V Road, Santacruz(W), Mumbai - 400054	rajiv78@gmail.com
14	Priyank Shankar Garg	2,318	Uma Shanker	B-78, Sector - 31, Noida - 201303	priyank.garg@advancevalves.com
15	Harish Seth	2,318	Late Shri M.L. Seth	45, Ishwar Nagar East, Mathura Road, New Delhi-110065	harishseth@gmail.com



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S. No.	Shareholder	Series E Equity Shares to be issued	Father's Name	Address	Email id, if any
16	Raman Roy / Charu Sehgal	2,012	Lt Parshotam Roy	L1/9, Hauz Khas Enclave, New Delhi-110016	raman.roy@quattro.com
17	Anupam Gopal Mittal	6,953	Gopal Krishna Mittal	205 Shiv-E- Numh, Dr. Annie Besant Road, Adjacent xt to City Bakery , Worli Naka, Worli Mumbai 400018	agm@people-group.com
18	Sudeept Malik	3,476	Vinod Kumar Malik	B-231/B, 2nd Floor, Greater Kailash 1, Delhi - 110048	
19	Rakesh Khanna	2,318	Ved Prakash Khanna	23, 1st floor, Sukhdev Vihar, New Delhi - 110025	
20	Praerna Handa	1,159	Rohini Handa	Z-6, Ground Floor, Hauz Khas, New Delhi - 110016	
21	Allia El Rufai	2,318	Salah El Rufai	Souvenir Bunglow, Dr Peter Dias Road, Bandra W, Mumbai - 400050	
22	Vinod Poddar	2,318	Shyam Sunder Poddar	D-3 First Floor, Maharani Bagh, New Delhi-110065	
23	Bharathram Thothadri	2,012	Lt. Ramaswami Thothadri	4/19 Shantiniketan GF, New Delhi, India 110021	bharath.thothadri@gmail.com
	Total	69,527			

“RESOLVED FURTHER THAT after conversion of Debentures into Equity shares, all the rights of Debenture holders shall stand cancelled and new Shareholders shall enjoy the rights of equity shares, which shall be applicable in Series E as mutually decided by the Board of Directors and Investors.

“RESOLVED FURTHER THAT the Share Certificate(s) issued to the Allottee(s) under the signatures of any two Directors of the Company and counter signed by Authorized Signatory of the Company and that the



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Common Seal of the Company be affixed on the Share Certificate in their presence in terms of (Share Capital and Debentures) Rules, 2014.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution under Companies Act, 2013, any Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said shares.”

“**RESOLVED THAT** any Director of the Company be and is hereby authorized to sign and submit all the relevant papers/documents and file forms with the concerned Registrar of Companies, N.C.T of Delhi & Haryana.”

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 is 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: 17.09.2016



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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 Approval for Conversion of Compulsory Convertible Debenture into Equity Shares

The Compulsory Convertible Debentures (CCD) which has been issued to IAN investors and other investors on 12th June, 2015 are due for conversion in December, 2016. As mutually agreed between the Promoters and IAN investors Company has taken the decision to convert the Debentures before the next round of Investment. Hence, there is requirement to convert the Debentures into Equity shares.

As per Companies Act 2013, approval of Shareholders in the Extra-Ordinary General Meeting is required for conversion of Debentures into Equity Shares by passing Special resolution as set out in item no. 1.

Debentures are converting into Equity Shares as per following terms and conditions mentioned in Convertible Debt agreement executed on 12th June, 2015:

If the Company raises the next round of equity and/or preference share financing, from New Investors other than the IAN Investors, after 12 months from the date of this Agreement and before maturity period, then the CCD will get converted to equity shares at a discount of 30% to the price at which next round of investment raised by the Company.

3,00,000 Debentures are converted into 69,527 Equity shares in Series E at Rs. 431.49 each, having a Face Value of Rs. 10 each. The issued price per share of Rs. 431.49 has been calculated as per attached valuation report.

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.

**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: 17.09.2016

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