



# HIGH STREET ESSENTIALS PRIVATE LIMITED

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

Website: [www.faballey.com](http://www.faballey.com) E-mail: [Highstreetessentials@gmail.com](mailto:Highstreetessentials@gmail.com)

CIN: U52590DL2012PTC230244

## NOTICE OF 04<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 04<sup>th</sup> Extra-Ordinary General Meeting of the Shareholders of **High Street Essentials Private Limited** will be held on Friday, 30<sup>th</sup> 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. ALTERATION AND ADOPTION OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for altering the Articles of Association of the Company and adopt a new set of Article of Association as defined under Companies Act 2013.”

“**RESOLVED FURTHER THAT** any Director of the company be and hereby authorized to do all such acts, deeds and things and to sign e-forms which are necessary to give the effect to above resolution.”

### 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 any other appropriate authority 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. 2,668 **Series A1 Equity Shares** of face value of Rs. 50 each at a premium of Rs. 512.26 per Equity share aggregating to Rs. 15,00,109.68/- 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.	Shivani Poddar	1,334	50	512.26	562.26	7,50,054.84/-
2.	Tanvi Malik	1,334	50	512.26	562.26	7,50,054.84/-
	<b>Total</b>	<b>2,668</b>				<b>15,00,109.68/-</b>



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- b. 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/-
	<b>Total</b>	<b>50</b>				<b>28,113/-</b>

- c. 1,39,565 **Series A Preference Shares** of face value of Rs. 10 each at a premium of Rs. 552.26 per Preference share aggregating to Rs. 7,84,71,816.9/- 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	71,091	10	552.26	562.26	3,99,71,625.66/-
2.	Dominor Investment Holding LLP (IAN Investors)	14,235	10	552.26	562.26	80,03,771.1/-
3.	Vikas Kuthiala (IAN Investors)	2,661	10	552.26	562.26	1496173.86/-
4.	Dominor Investment Holding LLP	12,450	10	552.26	562.26	70,00,137/-
5.	Ranjan Sharma and Poonam Sharma	26,678	10	552.26	562.26	1,49,99,972.28/-
6.	Aswin Babulal Shah, c/o FAO Ventures LLP	8,893	10	552.26	562.26	50,00,178.18/-
7.	Avirat Arora	3,557	10	552.26	562.26	19,99,958.82/-
	<b>Total</b>	<b>1,39,565</b>				<b>7,84,71,816.9/-</b>



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“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

“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.”



## **HIGH STREET ESSENTIALS PRIVATE LIMITED**

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**“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.”



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## 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: 29.09.2016



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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 Alteration and Adoption of Articles of Association

There is requirement to amend/alter the existing Articles of Association as per terms and conditions mentioned in agreement Shareholder's agreement and Share Subscription Agreement executed between the company and IAN Investors, India Quotient and other new Investors groups. The Company is also adopting a new set of Articles of association as per Companies Act, 2013.

As per Companies Act 2013, approval of Shareholders in the Extra-Ordinary General Meeting is required for alteration and adoption of new sets of Articles of Association by passing Special resolution as set out in item no. 1.

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.

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

The Company mobilizes the funds by offering and issuing the Series A1 Equity shares, Series F Equity shares and Series A Preference shares to the investors on Private Placement basis as per Shareholder's and Share Subscription Agreement.

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.

Save as except Ms. Shivani Poddar, Ms. Tanvi Malik and their relatives, to the extent of their shareholding interest, if any, in the Company, 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 A1 Equity Shares, 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 17<sup>th</sup> September, 2016. The valuation is based on the Discounted Free 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 Rs. 7,84,71,816.9/-
  - ii. Total number of preference shares to be issued: 1,39,565
- 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 17<sup>th</sup> September, 2016. The valuation is based on the Discounted Free 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(Pre issue of preference shares):

S. No.	Shareholder's Name	Type of Share	No. of shares held	Amount of Holding (in Rs.)	% of Holding
1.	Vinod Kumar Poddar	Equity Shares	70,000	7,00,000	7.40%
2.	Shivani Poddar	Equity Shares	3,15,000	31,50,000	33.31%
3.	Tanvi Malik	Equity Shares	3,15,000	31,50,000	33.31%
4.	Dominor Investment Holding LLP	Series B Equity shares & Series C Equity shares	10,090@10 2,106@5	1,11,430	1.29%
5.	Rehan Yar Khan	Series B Equity shares & Series C Equity shares	7,568@10 1,580@5	83,580	0.96%
6.	Mohit Goyal / Malavika Goyal	Series B Equity shares & Series C Equity shares	7,568@10 1,580@5	83,580	0.96%
7.	BFL Investments & Financial Consultants Pvt. Ltd.	Series B Equity shares	7065	70,650	0.75%
8.	Pradeep Kumar	Series B Equity shares	5046	50,460	0.53%
9.	Viswanath Ramachandran	Series B Equity shares	4,417	44,170	0.47%
10.	FAO Ventures LLP	Series B Equity shares	10,090	1,00,900	1.06%
11.	Neeraj Goenka	Series B Equity shares	10,090	1,00,900	1.06%
12.	Bharat Odhavji Mehta	Series B Equity shares	5,046	50,460	0.53%
13.	Splice Advisors Pvt Ltd	Series B Equity shares	6,055	60,550	0.64%
14.	Ritesh Veera	Series B Equity shares	5,046	50,460	0.53%
15.	Ankur Meattle	Series B Equity shares	3,021	30,210	0.31%
16.	Hari Balasubramanian	Series B Equity shares	4,719	47,190	0.50%
17.	Karan Singh Thakral	Series B Equity shares	6,043	60,430	0.63%
18.	Vinish Kathuria	Series B Equity shares	5,046	50,460	0.53%
19.	Prayerna Kaul	Series B Equity shares	5,046	50,460	0.53%
20.	Bharathram Thothadri	Series B Equity shares	5,046	50,460	0.53%
21.	Vikas Kuthiala	Series B Equity shares	7,064	70,640	0.74%



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22.	Rajiv Mehta	Series B Equity shares	5,046	50,460	0.53%
23.	Priyank Shankar Garg	Series B Equity shares	7,568	75,680	0.08%
24.	Harish Seth	Series B Equity shares	5,046	50,460	0.53%
25.	Nitin Dass Jain	Series B Equity shares	5,046	50,460	0.53%
26.	Anku Jain	Series B Equity shares	6,055	60,550	0.06%
27.	Raman Roy / Charu Sehgal	Series B Equity shares	5,046	50,460	0.53%
28.	Anita Meattle	Series B Equity shares	5,046	50,460	0.53%
29.	Bikram Dasgupta	Series B Equity shares	5,046	50,460	0.53%
30.	Anupam Gopal Mittal	Series B Equity shares	5,046	50,460	0.53%
31.	Indian Angel Network Services Pvt. Ltd.	Series B Equity shares & Series D Equity Shares	105@10 1580@5	8,950	0.18%
32.	Mona Meattle	Equity shares of B series	2,025	20,250	0.21%
33.	SGAN India Pvt. Ltd. (Formally known as GCK Financial Services Pvt. Ltd.)	Series B Equity shares	4047	40,470	0.43%
34.	Dominor Investment Holding LLP	Series E Equity shares	9,270	92,700	0.98%
35.	Mohit Goyal / Malavika Goyal	Series E Equity shares	3,169	31,690	0.33%
36.	BFL Investments & Financial Consultants Pvt Ltd	Series E Equity shares	2,817	28,170	0.30%
37.	FAO Ventures LLP	Series E Equity shares	2,318	23,180	0.24%
38.	Neeraj Goenka	Series E Equity shares	4,635	4,6350	0.49%
39.	Rajasekhara Rao Mukkamala	Series E Equity shares	2,415	24,150	0.25%
40.	Ritesh Veera	Series E Equity shares	3,476	34,760	0.37%
41.	Mona Meattle	Series E Equity shares	2,012	20,120	0.21%
42.	Hari Balasubramanian	Series E Equity shares	463	4,630	0.05%
43.	SGAN India Pvt. Ltd. (Formally Known as GCK Financial Services Pvt. Ltd.)	Series E Equity shares	4,024	40,240	0.42%
44.	Prayerna Kaul	Series E Equity shares	2,012	20,120	0.21%



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45.	Vikas Kuthiala	Series E Equity shares	2,817	28,170	0.30%
46.	Rajiv Mehta	Series E Equity shares	2,897	28,970	0.31%
47.	Priyank Shankar Garg	Series E Equity shares	2,318	23,180	0.24%
48.	Harish Seth	Series E Equity shares	2,318	23,180	0.24%
49.	Raman Roy / Charu Sehgal	Series E Equity shares	2,012	20,120	0.21%
50.	Anupam Gopal Mittal	Series E Equity shares	6,953	69,530	0.73%
51.	Sudeept Malik	Series E Equity shares	3,476	34,760	0.37%
52.	Rakesh Khanna	Series E Equity shares	2,318	23,180	0.24%
53.	Praerna Handa	Series E Equity shares	1,159	11,590	0.12%
54.	Allia El Rufai	Series E Equity shares	2,318	23,180	0.24%
55.	Vinod Poddar	Series E Equity shares	2,318	23,180	0.24%
56.	Bharathram Thothadri	Series E Equity shares	2,012	20,120	0.21%
	<b>Total</b>		<b>9,45,561</b>	<b>94,21,380</b>	<b>100%</b>

- k) The expected dilution in equity share capital upon conversion of Preference shares shares: 1,39,565 Series A Preference share will get converted into 1,39,565 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: 29.09.2016**

**Regd. Off.: D-3, 1<sup>st</sup> Floor, Maharani Bagh, New Delhi-110065**