



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 02ND EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 02nd Extra-Ordinary General Meeting of the Shareholders of **High Street Essentials Private Limited** will be held on Saturday, 17th 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. INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the necessary approval(s), if any required under applicable law, the consent of the Shareholders be and are hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 90,00,000/- (Rupees Ninety Lacs) divided into 7,23,000 (Seven Lacs Twenty three Thousand) Series A equity shares of Rs. 10/- each, 1,69,500 (One Lac Sixty Nine Thousand Five hundred) Series B equity Shares of Rs. 10/- each, 5,500 (Five Thousand and Five hundred) Series C equity shares of Rs. 10/- each, 2,000 (Two Thousand) Series D equity shares of Rs. 10/- each to Rs. 2,00,00,000/- (Rupees Two Crores) divided into 7,23,000 (Seven Lacs Twenty three Thousand) Series A equity shares of Rs. 10/- each, 1,69,500 (One Lac Sixty Nine Thousand Five hundred) Series B equity Shares of Rs. 10/- each, 5,500 (Five Thousand and Five hundred) Series C equity shares of Rs. 10/- each, 2,000 (Two Thousand) Series D equity shares of Rs. 10/- each, 3,75,000 (Three Lacs Seventy Five Thousand) Series E equity shares of Rs. 10/- each, 3,00,000 (Three Lacs) Series F equity shares of Rs. 10/- each, 5,000 (Five Thousand) Series A1 equity shares of Rs. 50/- each and 4,00,000 (Four Lacs) Series A Preference shares of Rs. 10/- each with power from time to time to classify, reclassify, increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being into several other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner, as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to take all such steps and actions and give such directions as it may, in its absolute discretion, deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or 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 given their approval thereto expressly by the authority of this resolution.

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all acts, matters, deeds and things which are necessary or desirable in order to give effect to the above resolutions, including filing of necessary forms with the jurisdictional Registrar of Companies, and to comply with all other requirements in this regard.”



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2. ALTERATION AND ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE COMPANIES ACT, 2013

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 4, 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the necessary approval(s), if any required under applicable law, the consent of the Shareholders be and are hereby accorded to amend/ alter the existing Clause V of the Memorandum of Association of the Company by substituting the same with the following clause:

5. The Authorized Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores) divided into 7,23,000 (Seven Lacs Twenty three Thousand) Series A equity shares of Rs. 10/- each, 1,69,500 (One Lac Sixty Nine Thousand Five hundred) Series B equity Shares of Rs. 10/- each, 5,500 (Five Thousand and Five hundred) Series C equity shares of Rs. 10/- each, 2,000 (Two Thousand) Series D equity shares of Rs. 10/- each, 3,75,000 (Three Lacs Seventy Five Thousand) Series E equity shares of Rs. 10/- each, 3,00,000 (Three Lacs) Series F equity shares of Rs. 10/- each, 5,000 (Five Thousand) Series A1 equity shares of Rs. 50/- each and 4,00,000 (Four Lacs) Series A Preference shares of Rs. 10/- each with power from time to time to classify, reclassify, increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being into several other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner, as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that regard.”

“**RESOLVED FURTHER THAT** pursuant to provisions of Section 4 read with section 13 and other applicable provisions of Companies Act, 2013, if any, under including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the necessary approval(s), if any required under applicable law, the consent of the Shareholders be and are hereby accorded to adopt a new set of Memorandum of Association, and substituted in place of existing Memorandum of Association as defined under Companies Act, 2013.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized to take all such steps and actions and give such directions as it may, in its absolute discretion, deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or 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 given their approval thereto expressly by the authority of this resolution.

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all acts, matters, deeds and things which are necessary or desirable in order to give effect to the above resolutions, including filing of necessary forms with the jurisdictional Registrar of Companies, and to comply with all other requirements in this regard.”



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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 & item no.2 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: 15.09.2016



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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 Increase in Authorized Share Capital of the Company

The Company intends to increase the Paid up share capital of the company as the company is looking forward to next round of investment as well as conversion of Compulsory Convertible Debenture is also due, hence, there is a requirement to increase the Authorized Share Capital of the company from Rs. 90,00,000/- to Rs.2,00,00,000/- and for that purpose, the Memorandum of Association of the company are proposed to be suitably altered by passing Ordinary resolution as set out in item no. 1 respectively.

The provisions of the Companies Act, 2013 require the company to seek the approval of the Shareholders in the Extra Ordinary General Meeting, for increase in the Authorized Share Capital of 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.

Item No.2 Alteration and adoption of new set of Memorandum of Association

The Company is proposing to increase the Authorized Share Capital of the company from Rs. 90,00,000/- to Rs.2,00,00,000/-, hence there is requirement of alteration of capital clause in the Memorandum of Association and company is adopting a new set of Memorandum of Association as per Companies Act, 2013.

As per Companies Act 2013, approval of Shareholders in the Extra-Ordinary General Meeting is required for adoption of altered new set of Memorandum of Association by passing Special resolution as set out in item no. 2 respectively.

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: 15.09.2016

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