

NOTICE OF TENTH ANNUAL GENERAL MEETING

To the Members of **ECOM EXPRESS LIMITED**,

Notice is hereby given that the Tenth Annual General Meeting (AGM) of the Members of **ECOM EXPRESS LIMITED** (“the Company”) will be held on **Friday, 26th day of August 2022 at 04:00 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 02/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020 and 14/2020 dated 5th May 2022, 14th December 2021, 8th December 2021, 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020 respectively to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2022 including Audited Balance Sheet as of 31st March 2022 and the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon, and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company as on 31st March 2022 and Statement of Profit and Loss for the year ended as on that date together with accounting policies, schedules, notes and Cash Flow Statement forming part of the accounts and Reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2022 including Audited Balance Sheet as of 31st March 2022 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors and Auditors thereon, and to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company as on 31st March 2022 and the Statement of Profit and Loss for the year ended as on that date together with accounting policies, schedules, notes and Cash Flow Statement forming part of the accounts and Reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

3. To re-appoint Mr. Thondikulam Ananthanarayanan Krishnan (DIN-06433392), who retires by rotation and being eligible, offers himself for re-appointment; and
4. To re-appoint Mr. Kotla Satyanarayana (DIN-05320682), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Payment of remuneration to its Non -Executive Directors in case of no profits or inadequate profits.**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules (including any statutory

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modification or re-enactment thereof) made thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to pay following compensation in the form of advisory fees to Mr. Anantharaman Venkataramanan, Mr. Rajiv Kapoor, Mr. Girish Lakshman Sunder and Mr. Yogesh Dhingra, non-executive directors of the Company for the Financial Year 2021-2022.

Sr. No.	Name of the Director	Period	Amount
1	Mr. Anantharaman Venkataramanan	1 st April 2021 to 31 st March 2022	22,28,000/-
2	Mr. Girish Lakshman Sunder	1 st April 2021 to 31 st March 2022	15,00,000/-
3	Mr. Rajiv Kapoor#	1 st April 2021 to 12 th November 2021	9,21,000/-
4	Mr. Yogesh Dhingra*	1 st April 2021 to 25 th June 2021	3,75,000/-

#Proportionately for the period effective from 1st April 2021 to 12th November 2021

*From 1st April 2021 to the date of cessation i.e. 8th June 2021.

RESOLVED FURTHER THAT the above payment of compensation is in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings being paid to the non-executive Directors.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby authorized severally to execute and perform such acts, deeds, matters and things as may be necessary to give such directions as may be desirable that may arise in giving effect to this resolution.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to issue the certified true copy of the Resolution."

6. Amendment to Ecom Express Employees Stock Option Plan-2017.

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

“RESOLVED THAT pursuant to the authority granted to Board for amendment in ESOP Scheme, 2017 (“ESOP 2017”) by the Shareholder of the Company in their meeting held on June 1, 2017, and in furtherance to approval accorded by the Board of Directors of the Company and such other approvals, permissions and sanctions as may be necessary, consent of the Shareholders of the Company be and is hereby accorded to withdraw the flexibility of surrender of options by the employees with immediate effect.

RESOLVED FURTHER THAT all other clauses of ESOP 2017 shall remain valid, subsisting and in full force and effect except to the extent modified hereinabove.

RESOLVED FURTHER THAT consent of the shareholders is also accorded for ratification of all actions, if any, done by the board by virtue of the aforesaid modifications.

RESOLVED FURTHER THAT any one Director and/ or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including appointing any person as it may in its absolute discretion deem necessary, expedient or proper to give effect to the aforementioned resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the shareholders

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of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

**On behalf of the Board of
Ecom Express Limited**



Atul Gupta
Company Secretary
FCS-11472

Place: Gurugram
Date: 1st August 2022

Registered Office:
Ground Floor, 13/16 min,
17 min, Samalka,
Old Delhi- Gurgaon Road,
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Notes:

1. In view of the current extraordinary circumstances due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated 5th May 2022, 14th December 2021, 8th December 2021, 13 January 2021, 31 December 2020, 28 September 2020, 15 June 2020, 5 May 2020 read with circulars dated 13 April 2020 and 8 April 2020 (collectively referred to as “MCA Circulars”), permitted the companies to conduct their annual general meeting through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the members at the meeting venue till 31st December 2022, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, we are assuming the place of meeting as the place where the Company is domiciled, i.e., the registered office of the Company.
2. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith), such statements shall therefore be sent in electronic form only to those Members whose e-mail addresses are registered with the Company and to all other persons so entitled.
3. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named ‘**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**’ which is enclosed with the Notice of the AGM and shall also be shared separately via an e-mail, with the Notice of the AGM. **(Annexure I)**
4. The Company shall provide VC facility via **Microsoft Teams Application** in order to make it convenient for the Members to attend the Meeting.
5. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. The necessary accounts and documents required to be annexed in respect of Subsidiary Company pursuant to the provisions of Section 129 of the Companies Act, 2013 are attached herewith.
7. Financial Statement, along with Audit Report and Board Report, is enclosed herewith.
8. Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of Companies Act, 2013 to attend and vote on their behalf at this AGM through email to the Company Secretary at atul.g@ecomexpress.in.
9. The Members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send their request in advance to the Company Secretary at atul.g@ecomexpress.in. An extract of such documents would be sent to the Members on their registered email address. The same will also be made available for inspection by the Members at the Meeting in electronic mode.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

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11. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business is enclosed.
12. Members are requested to notify promptly change in the address, if any, to the Company's registered office.
13. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Company Secretary at atul.g@ecomexpress.in from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on Tuesday, 23rd August 2022 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
14. The Members, whose names appear in the register of members/list of beneficial owners as on Friday, 29th July 2022, i.e. the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
15. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**On behalf of the Board of
Ecom Express Limited**



Atul Gupta
Company Secretary
FCS-11472

Place: Gurugram
Date: 1st August 2022

Registered Office:
Ground Floor, 13/16 min,
17 min, Samalka,
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Instructions for participating in the 10th (Tenth) Annual General Meeting of the Members of Ecom Express Limited, to be held on Friday, 26th August 2022, at 04.00 P.M. (16.00 Hours) through Video Conference, by using Microsoft Teams Application.

Instructions for participating the aforesaid AGM through Video Conference:

The procedure for attending the meeting through Video Conferencing is as under:

- A. Meeting will be held by way of VC through Microsoft Teams application, link for which will be sent at least 7 days before the meeting.

 - B. General Instructions
 - I. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such schedule time.
 - II. Each member shall submit their corporate authorizations with the Company at atul.g@ecomexpress.in at least 2 hours before commencement of the meeting, i.e., by 02:00 p.m. on 26th August 2022.
 - III. Please listen and participate in the discussion carefully.
 - IV. **Please Propose and Second any of the Resolution by raising your hand/ Show of hands and by saying “I Propose the Resolution” or “I Second the Resolution” whenever it is asked by the Company Secretary.**
 - V. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
 - VI. Attendance of members through VC shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
 - VII. The members attending the AGM through VC will be required to send their assent or dissent through their registered email-id to the email-id of the Company Secretary at atul.g@ecomexpress.in.
 - VIII. Please click on the “Mute” tab when there is any disturbance or noise around you, or you are not talking.
 - IX. Please ensure that no other person is sitting with you /participating in the aforesaid Meeting through Video Conference.
 - X. Please click on “Unmute” tab when you want to say something.
 - XI. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary at +91 99712 75756
 - XII. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be atul.g@ecomexpress.in
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ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

As per Section 197 of the Companies Act, 2013 ("Act"), the total managerial remuneration payable by a public company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:

Provided, however, that the company in general meeting may authorize the payment of remuneration in excess of eleven per cent. of the company's net profits, subject to the provisions of Schedule V:

Provided further that except with the approval of the company in general meeting, by a special resolution—

(i) the remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;

(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed,—

(A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;

(B) three per cent. of the net profits in any other case.

Provided also that, where the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

Where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may pay remuneration to the managerial person or other director not exceeding, the limits as under given below:-

Sl. No.	Where the effective capital (in rupees) is	Limit of yearly remuneration payable shall not exceed (in Rupees) in case of a managerial person	Limit of yearly remuneration payable shall not exceed (in Rupees) in case of other director
(i)	Negative or less than 5 crores.	60 lakhs	12 Lakhs
(ii)	5 crores and above but less than 100 crores.	84 lakhs	17 Lakhs
(iii)	100 crores and above but less than 250 crores.	120 lakhs	24 Lakhs
(iv)	250 crores and above.	120 lakhs plus 0.01% of the effective capital in excess of ₹ 250 crores:	24 Lakhs plus 0.01% of the effective capital in excess of ₹ 250 crores:

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“Explanation. – “or other director” shall mean a non-executive director or an independent director.

The Companies Act, 2013 restricted payment of any remuneration to NEDs in case of loss or inadequate profits in any financial year. In order to address this situation, Ministry of Corporate Affairs vide notification dated March 18, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, the same is subject to approval of shareholders by way of a Special Resolution. The Company believes in the philosophy to remunerate adequately the NEDs for giving their time to the Company and their inputs in the strategic decisions of the Company. As the Company is in the growth trajectory, the Company may or may not have adequate profits or may incur loss. As an enabling action, it is proposed to take approval of shareholders by way of a Special resolution in terms of section 197 and Schedule V of the Act read with Rules made thereunder, for payment of remuneration to the NEDs.

During the FY 2021-22, the Company has losses while our effective capital is 1024 Cr.

In line with the above provisions of Section 197 of the Companies Act (the Act), the Company has in its Board Meeting held on May 27, 2022 approved to pay the following compensation in the form of advisory fees to Mr. Anantharaman Venkataramanan, Mr. Rajiv Kapoor, Mr. Girish Lakshman Sunder and Mr. Yogesh Dhingra, non-executive directors of the Company for the Financial Year 2021-2022.

Sr. No.	Name of the Director	Period	Amount
1	Mr. Anantharaman Venkataramanan	1 st April 2021 to 31 st March 2022	22,28,000/-
2	Mr. Girish Lakshman Sunder	1 st April 2021 to 31 st March 2022	15,00,000/-
3	Mr. Rajiv Kapoor#	1 st April 2021 to 12 th November 2021	9,21,000/-
4	Mr. Yogesh Dhingra*	1 st April 2021 to 25 th June 2021	3,75,000/-

#Proportionately for the period effective from 1st April 2021 to 12th November 2021

*From 1st April 2021 to the date of cessation i.e. 8th June 2021.

The threshold limit prescribed under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director or Whole-Time Director and 3% of the net profits of the Company in any other case. However, sitting fees paid to the NEDs are outside the purview of the above limits.

Accordingly, the approval of the shareholders is now being sought to approve the compensation of Rs. 50,24,000/- paid to the NEDs of the Company (except Nominee Directors and Independent Director, Mrs. Kalpana Iyer) for the financial year ended March 31, 2022.

Your Board of Directors recommend the Resolution at Item No. 5 of the accompanying Notice for approval of the members of the Company.

All the non-executive directors (except the Nominee Directors and Independent Director, Mrs. Kalpana Iyer) of the Company and their relatives are concerned or interested in passing of this resolution. None of the other directors, key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 5 of the accompanying notice.

Documents relevant to the payment of compensation to the non-executive directors are available for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee from the date hereof upto the date of AGM.

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Item No. 6

The Company has in place an Employee Stock Option Plan in the name of “Ecom Express Employees Stock Option Plan -2017” (herein after referred to as “**ESOP-2017**”), as approved by the Board of Directors and shareholders of the Company, which lay down the terms and conditions with respect to the granting, vesting, exercise, etc., of stock options to the employee of the Company. Pursuant to the Clause 15 of the ESOP-2017, the Shareholders have the authority to vary the terms of the ESOP-2017.

The Board of Directors and Members of the Company vide passing resolutions in their respective meetings held on 8th October 2021 had accorded consent for providing flexibility to the employees for surrender of vested options in lieu of cash settlement.

Since the Company has deferred the plan for listing its securities and the surrender of options will involve more cash outflow and might defeat the purpose of creating ownership in the company, it’s proposed to withdraw the flexibility of surrender of options by the employees.

The Nomination and Remuneration Committee and Board of Directors of the Company have passed the resolutions in their respective meetings to withdraw the flexibility of surrender of options by the employees.

In view of the above, it is proposed to amend and modify ESOP 2017. The Board of Directors vide their Board Meeting dated 29th July 2022 have accorded their approval and recommend the Shareholders to consider and accord their approval for the proposed amendment.

In terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in passing of the Resolution set out at Item No. 6.

Documents mentioned in the above-mentioned resolutions shall be open for inspection either in physical or electronic form, at the Registered Office of the Company during 9:00 AM to 5:00 PM on Monday to Friday (except on the public holidays and yearly holidays observed by the Company) as well, as during the extra ordinary general meeting, by the members of the Company.

**On behalf of the Board of
Ecom Express Limited**



Atul Gupta
Company Secretary
FCS-11472

Place: Gurugram
Date: 1st August 2022

Registered Office:

Ground Floor, 13/16 min,
17 min, Samalka,
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