

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Shorter Notice is hereby given that Extraordinary General Meeting (EGM) of the Members of **ECOM EXPRESS LIMITED** will be held on Monday, the 3<sup>rd</sup> day of October 2022 at 4:00 PM 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 5<sup>th</sup> May 2022, 14<sup>th</sup> December 2021, 8<sup>th</sup> December 2021, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2020, 13<sup>th</sup> April 2020 and 8<sup>th</sup> April 2020 respectively to transact the following businesses:

### **ITEM NO. 1 –AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the resolution with or without modifications if any, as a special resolution.

“**RESOLVED UNANIMOUSLY THAT** pursuant to the provisions of Section 14, Section 5 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members is hereby accorded to incorporate the provisions of the amended and restated shareholders’ agreement dated September 17, 2022 (“**SHA**”) executed by and amongst (i) the Company; (ii) Eaglebay Investment Ltd; (iii) British International Investment PLC; (iv) PG Esmeralda Pte. Ltd.; and (v) Management Group Members (*as defined under the SHA*), and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED UNANIMOUSLY FURTHER THAT** that the directors and the Company Secretary of the Company, be and are hereby authorised severally, on behalf of the Company to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including providing copies of the aforesaid resolutions, certified as true, as may be required and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form MGT-14 with the jurisdictional registrar of companies.”

### **ITEM NO. 2 APPROVAL FOR ENTRENCHMENT OF SPECIFIED PROVISIONS OF THE RESTATED ARTICLES OF ASSOCIATION**

To consider and, if thought fit, to pass the resolution with or without modifications, if any, unanimously by the members of the Company:

“**RESOLVED UNANIMOUSLY THAT** pursuant to the provisions of Section 5 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) as per Section 5(4) of the Companies Act, 2013, consent of the members is hereby accorded to entrench provisions of Part B of the restated Articles of Association, and the said entrenched Articles may only be altered or amended in accordance with provisions of the restated Articles of Association.

**RESOLVED UNANIMOUSLY FURTHER THAT** that the directors and the Company Secretary of the Company, be and are hereby authorised severally, on behalf of the Company to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including providing copies of the aforesaid resolutions, certified as true, as may be required and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form MGT-14 with the jurisdictional registrar of companies.”

**On behalf of the Board of**

**ECOM EXPRESS LIMITED**

(Formerly known as *ECOM EXPRESS PRIVATE LIMITED*)

Corporate Office: 10<sup>th</sup> Floor, Ambience Corporate Tower – II, Ambience Island, Gurugram, Haryana – 122002, India.

Registered Office: - Ground Floor, 13/16 min, 17 min, Samalka, Old Delhi, Gurugram Road, kapashera, New Delhi – 110037, India

CIN: U63000DL2012PLC241107 | Tel.: +91 0124 – 3394000 | Email: corporate@ecomexpress.in | www.ecomexpress.in



**Ecom Express Limited**

AMCTI  
CS

Atul Gupta  
Company Secretary  
FCS-11472

Place: Gurugram  
Date: 3<sup>rd</sup> October 2022

Registered Office:  
Ground Floor, 13/16 min,  
17 min, Samalka,  
Old Delhi- Gurgaon Road,  
Kapashera, New Delhi 110 037

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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 5<sup>th</sup> May 2022, 14<sup>th</sup> December 2021, 8<sup>th</sup> 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 31<sup>st</sup> 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. 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 EGM THROUGH VC**’ which is enclosed with the Notice of the EGM and shall also be shared separately via an e-mail, with the Notice of the EGM. **(Annexure I)**.
3. The Company shall provide VC facility via **Microsoft Teams Application** in order to make it convenient for the Members to attend the Meeting.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. 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 EGM through email to the Company Secretary at [atul.g@ecomexpress.in](mailto:atul.g@ecomexpress.in).
6. The Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members are requested to notify change in their address, if any, to the Company at the earliest.
8. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 A.M to 05:00 P.M prior to the Extra Ordinary General Meeting.
9. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business is enclosed.
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 EGM.
11. This meeting is being called at a Shorter Notice. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represent

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not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are accordingly requested to give their consents in the formats enclosed to hold the meeting at a shorter notice.

## **Annexure – I**

### **Instructions for participating in the Extra Ordinary General Meeting (EGM) of the Members of Ecom Express Limited, to be held on Monday, 3<sup>rd</sup> October 2022, at 4.00 P.M. (16.00 Hours) through Video Conference, by using Microsoft Teams Application.**

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#### **Instructions for participating the aforesaid EGM 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 through separate email.
  
- 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](mailto:atul.g@ecomexpress.in) at least 1 hour before commencement of the meeting, i.e., by 3:00 p.m. on 3<sup>rd</sup> October 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 EGM 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](mailto: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](mailto: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.1: AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

1. The members may please note that under the Articles of Association of the Company are sought to be amended and restated, subject to the approval of the members of the Company, to reflect the applicable provisions of the amended and restated shareholders' agreement dated September 16, 2022 ("SHA") executed by and amongst (i) the Company; (ii) Eaglebay Investment Ltd; (iii) British International Investment PLC; (iv) PG Esmeralda Pte. Ltd.; and (v) Management Group Members (*as defined under the SHA*). The draft of Articles of Association proposed to be adopted, duly initialed by the Chairman of the Board for the purpose of identification, was placed before the meeting.
2. Pursuant to the provisions of Section 14, Section 5 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the members is required by way of a special resolution, in order to amend the Articles of Association of the Company, including the unanimous approval of the shareholders of the Company for the deletion of entrenchment provisions from such Articles of Association.
3. The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company by way of a special resolution.

**ITEM NO. 2: APPROVAL FOR ENTRENCHMENT OF SPECIFIED PROVISIONS CONTAINED IN THE RESTATED ARTICLES OF ASSOCIATION**

1. The members may please note that the shareholders of the Company have agreed to entrench the provisions of the SHA which are incorporated in the Articles of Association.
2. Such entrenched provisions of the Articles of Association may be amended or altered as per the provisions of Article 13 of Part B of the Articles of Association.
3. The Directors recommend the Resolution at Item No.2 of the accompanying Notice, for the approval of the Members of the Company.
4. Mr. T. A. Krishnan and Mr. Kotla Satyanarayana are parties to the SHA. Other than the above, none of the directors or key managerial persons of the Company or their respective relatives are concerned or interested in the passing of the above resolution.

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



Atul Gupta  
Company Secretary  
FCS-11472

Place: Gurugram  
Date: 3<sup>rd</sup> October 2022

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**Consent by Shareholder for General Meeting at Shorter Notice**

To,  
The Board of Directors

**Ecom Express Limited,**

10<sup>th</sup> Floor, Ambience Corporate Tower-2,

Ambience Island, Gurugram,

Haryana – 122002, India

I, \_\_\_\_\_, s/o \_\_\_\_\_, R/o \_\_\_\_\_, being a Equity Shareholder of the Company, holding \_\_\_\_\_ equity shares of Rs. 10 (Rupees Ten) each in Ecom Express Limited (“**Company**”) in my own name, hereby give consent on my behalf, pursuant to section 101 of the Companies Act, to the Extraordinary General Meeting of the members of the Company on Monday, 3<sup>rd</sup> October 2022 at 4:00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), at shorter notice.

**Yours sincerely,**

\_\_\_\_\_  
**(Name of Shareholder)**

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