

## **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 Friday, the 16<sup>th</sup> day of September 2022 at 4:30 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 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:

### **ITEM NO. 1 – TO APPROVE ISSUANCE OF PREFERENCE SHARES ON A RIGHT ISSUE BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 55, 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”) framed thereunder, as may be amended from time to time, the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with amendments and regulations issued from time to time and the Memorandum and Articles of Association of the Company and the rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the members, consent of the members be and is hereby accorded to the Company to invite/ offer, issue and allot upto 15,06,028 (fifteen lakh six thousand and twenty eight) Compulsorily Convertible Preference Shares having face value of INR 60 (Indian Rupees Sixty) (“**Series VI CCPS**”) at the price of INR 9,071 (Indian Rupees Nine Thousand and Seventy One only), in one or more tranches, for cash, on a rights issue basis to such holders of equity shares of the Company in proportion, as nearly, as circumstances admit, to the paid up share capital on those shares and whose names appear on the register of members as on the date of offer.

**RESOLVED FURTHER THAT** each Series VI CCPS shall have certain terms and conditions as provided under the Annexure, including:

- (i) The Series VI CCPS are non-cumulative participating compulsorily and fully convertible preference shares;
- (ii) Each Series VI CCPS shall be entitled to non-cumulative participating preferential dividend at the rate of 0.001% (zero point zero zero one per cent) per annum;

The Series VI CCPS are required to be mandatorily converted into equity shares in accordance with the terms as mentioned in Para 5.4 of the Annexure.

- (iii) Participation of Series VI CCPS in surplus fund: As per the terms of Annexure;
- (iv) Participation of Series VI CCPS in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: As per the terms of Annexure;
- (v) Voting rights of the Series VI CCPS: As per the Articles of Association and provisions of the Companies Act, 2013;
- (vi) Redemption of Series VI CCPS: As per the terms of Annexure.

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

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**RESOLVED 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.”

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



Atul Gupta  
Company Secretary  
FCS-11472

Place: Gurugram  
Date: 16<sup>th</sup> September 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 Friday, 16<sup>th</sup> September 2022, at 4.30 P.M. (16.30 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 3:30 p.m. on 16<sup>th</sup> September 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 TO APPROVE ISSUANCE OF PREFERENCE SHARES ON A RIGHT ISSUE BASIS:**

The Board of Directors at its meeting held on 16<sup>th</sup> September, 2022 had approved the offer and issuance of upto 15,06,028 (fifteen lakh six thousand and twenty eight) Compulsorily Convertible Preference Shares (“**Series VI CCPS**”) of INR 9,071 (Indian Rupees Nine Thousand and Seventy One only), each, aggregating upto INR 1366,11,79,988 (Rupees One Thousand Three Hundred Sixty Six Crore Eleven Lakhs Seventy Nine Thousand Nine Hundred and Eighty Eight only), on Rights Basis to the equity Shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, *inter alia*, requires the Company to obtain the prior approval of the shareholders, by way of a special resolution for issuance of preference shares.

Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer and issue Series VI CCPS, at par on rights basis to the equity shareholders of the Company.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of Series VI CCPS, are as under:

(i)	The size of the issue and number of preference shares to be issued and nominal value of each share	<b>Total number of Series VI CCPS issued:</b> 15,06,028 <b>Amount to be raised:</b> Up to NR 1366,11,79,988 (Rupees One Thousand Three Hundred Sixty-Six Crore Eleven Lakhs Seventy Nine Thousand Nine Hundred and Eighty Eight only) <b>Face value of the Series VI CCPS:</b> INR 60 (Indian Rupees Sixty)
(ii)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non-cumulative participating compulsorily and fully convertible preference shares
(iii)	The objectives of the issue	General corporate purposes, capital expenditure, for operating expenses of the business and to improve the liquidity of the Company, taking into consideration the business opportunities available in the market.
(iv)	The manner of issue of shares	Rights issue
(v)	The price at which such shares are proposed to be issued	INR 9,071 (Indian Rupees Nine Thousand and Seventy-One)
(vi)	The basis on which the price has been arrived at	Not applicable.
(vii)	The terms of issue, including terms and rate of dividend on each share, etc.	Each Series VI CCPS shall be entitled to non-cumulative participating preferential dividend at the rate of 0.001% (zero point zero zero one per cent) per annum which shall become due and payable as and when the Company has profits available for distribution as per the Act and dividend is actually declared by the Company
(viii)	The terms of redemption, including	Please refer to Para 5.4 of the Annexure to this notice.

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	the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion				
(ix)	The current shareholding pattern of the company	<b>Shareholders</b>	<b>No. of Shares</b>	<b>Amount (INR)</b>	<b>Equity Shareholding %</b>
		Anish Puspasen Jhaveri & Sonal Anish Jhaveri	15000	150,000.00	0.59%
		CDC Group Plc	164310	1,643,100.00	6.48%
		Eaglebay Investment Ltd	855700	8,557,000.00	33.76%
		Jayanti Krishnan	255348	2,553,480.00	10.07%
		Kotla Satyanarayana	2000	20,000.00	0.08%
		Kotla Sridevi	225174	2,251,740.00	8.88%
		Manju Dhawan	257348	2,573,480.00	10.15%
		PG Esmeralda Pte Ltd	445364	4,453,640.00	17.57%
		R Ramachandran	15000	150,000.00	0.59%
		Rabeya Saxena	227174	2,271,740.00	8.96%
		Rathnanjali Kotla	30174	301,740.00	1.19%
		Saheba Saxena	30174	301,740.00	1.19%
		Saryu Kothari & Shilpa Majethia	3622	36,220.00	0.14%
		Sivram S D	750	7,500.00	0.03%
		Thondikulam Ananthanarayanan Krishnan	2000	20,000.00	0.08%
		Tarini Upadhyaya	4393	43,930.00	0.17%
		Nikhil Jawa	408	4,080.00	0.02%
		Kruthika Kumar Murlidharan	544	5,440.00	0.02%
		Siddharth Agarwal	205	2,050.00	0.01%
		Sanjay Khanna	341	3,410.00	0.01%
		Saurabh Singla	1	10.00	0.00%

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		<b>Total</b>	<b>2535030</b>	<b>25350300</b>	<b>100.000%</b>
(x)	The expected dilution in equity share capital upon conversion of preference shares	As per para 5 of Annexure below.			
(xi)	Minimum subscription	Not applicable			
(xii)	Payment terms	The entire subscription amount of the Series VI CCPS being subscribed by the equity shareholders is required to be paid upfront.			
(xiii)	Fractional shares	Not applicable			
(xiv)	Manner of issuance of Series VI CCPS and equity shares on conversion	Series VI CCPS will be allotted in dematerialised form and the equity shares on conversion will also be issued in dematerialised form.			

The issue of Series VI CCPS is in accordance with the provisions of the Articles of Association of the Company.

There is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued earlier by the Company.

The Directors commend the Resolution as set out at Item No. 1 of the accompanying Notice for approval for the members of the Company.

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



Atul Gupta  
Company Secretary  
FCS-11472

Place: Gurugram  
Date: 16<sup>th</sup> September 2022

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ANNEXURE

**TERMS AND CONDITIONS OF SERIES VI CCPS**

Capitalized terms used but not defined in these terms and conditions have the meaning given to them in the Agreement. In addition:

**“Actual Valuation”** mean the pre money valuation of the Company on occurrence of a Series VI CCPS Liquidity Event, that would result in subscriber of Series VI CCPS being able to receive their Respective Series VI CCPS Liquidity Event corresponding to such Series VI CCPS, and excluding, any primary capital raised subsequent to the issuance of Series VI CCPS or during the Series VI CCPS Liquidity Event (including primary capital raised in an IPO or Primary Subscription).

**“Adjusted Subscription Amount”** means total amount invested by holders of Series VI CCPS for the subscription of Series VI CCPS along with IRR of 25% (twenty five per cent) on such amount invested by subscribers of Series VI CCPS for the subscription of Series VI CCPS; plus all unpaid, but declared dividend, if any.

**“As-Converted Basis”** means that the Series VI CCPS shall be deemed to have been converted into Equity Shares of the Company in accordance with the terms hereof;

**“Ceiling Price Stake”** means

$$\begin{aligned} & \text{\% stake in the Equity Shares of the} \\ & \text{Company, on a Fully Diluted Basis,} \\ & \text{accounting for all outstanding shares} \end{aligned} = \frac{\text{Series VI Subscription Amount}}{\text{INR 6,000 crores} + \text{Series VI Subscription Amount}}$$

**“Conversion Date”** means, in respect of the Series VI CCPS, either (i) the Specified Conversion Date or (ii) the Mandatory Conversion Date, as appropriate;

**“Floor Price Stake”** means

$$\begin{aligned} & \text{\% stake in the Equity Shares of the} \\ & \text{Company, on a Fully Diluted Basis,} \\ & \text{accounting for all outstanding shares} \end{aligned} = \frac{\text{Series VI Subscription Amount}}{\text{INR 5,321.7 crores} + \text{Series VI Subscription Amount}}$$

**“Mandatory Conversion Date”** means date on which the Series VI CCPS are required by applicable Law to be mandatorily converted into Equity Shares;

**“Notice of Conversion”** shall have the meaning assigned to such term in Paragraph 5.3(i);

**“Paragraph”** means a paragraph of this Schedule;

**“Preferred Dividend”** means the dividend payable in respect of the Series VI CCPS in accordance with Paragraph 2.2 of this Schedule (*Dividend Rights*);

**“Series VI CCPS Holders”** means persons in whose name the Series VI CCPS are registered and **“Series VI CCPS Holder”** means any one of them;

**“Specified Conversion Date”** means the date designated as the “Specified Conversion Date” in a Notice of Conversion; and

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## 1. Nature

- 1.1 The Series VI CCPS are non-cumulative participating compulsorily and fully convertible preference shares.
- 1.2 The Series VI CCPS constitute direct, unsubordinated, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves.
- 1.3 The Series VI CCPS Holders will be entitled to their Series VI CCPS free from any rights or claims or other Encumbrances.

## 2. Dividend Rights

- 2.1 Each Series VI CCPS shall be entitled to non-cumulative participating preferential dividend at the rate of 0.001% (zero point zero zero one per cent) per annum which shall become due and payable as and when the Company has profits available for distribution as per the Act and dividend is actually declared by the Company.
- 2.2 In addition, Series VI CCPS shall be entitled to participate in any dividend or other distributions (including bonus issuances) by the Company on its Equity Shares, on an As-Converted Basis.

## 3. Form, Denomination and Title

### 3.1 Form and Denomination

Each of the Series VI CCPS will be numbered serially with an identifying number which will be recorded in the register of members of the Company.

### 3.2 Title

Title to the Series VI CCPS passes only by Transfer in accordance with applicable Laws. The Series VI CCPS Holder will (except as otherwise required by applicable Law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it) and no Person will be liable for so treating the holder.

## 4. Transfers of Series VI CCPS

### 4.1 Transfers

The Series VI CCPS may be Transferred without restriction to any Person by endorsement and delivery in the same manner as in the case of a negotiable instrument Transferable by endorsement and delivery.

### 4.2 Formalities Free of Charge

There will be no charge levied by the Company for registration of Transfers of the Series VI CCPS.

## 5. Conversion

- 5.1 Upon conversion of Series VI CCPS, the Equity Shares issued will, in all respects, rank *pari passu* with the Equity Shares in issue on the Conversion Date.

### 5.2 Mandatory Conversion

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- (i) Each of the outstanding Series VI CCPS shall automatically and mandatorily be converted into Equity Shares in accordance with Paragraph 5.4 (*Manner of Conversion and Conversion Price*) on the Mandatory Conversion Date.
- (ii) Such conversion shall be automatic without any requirement of any further act on the part of the relevant Series VI CCPS Holder. The relevant Series VI CCPS Holder shall be deemed to have (a) applied for the allotment of Equity Shares, and (b) authorised the Company to enter its name in the register of members or any other relevant record or depository of the Company for the Equity Shares allotted on conversion.

### 5.3 Voluntary Conversion by the Series VI CCPS Holder

- (i) A Series VI CCPS Holder may, at any time, issue a written notice (“**Notice of Conversion**”) to the Company requiring the conversion of all or some of the Series VI CCPS Holder held by it into Equity Shares on the Specified Conversion Date.
- (ii) The Company shall follow the procedure laid down in Paragraph 5.4 in respect of conversion of the Series IV CCPS, whose conversion has been requested in terms of the Notice of Conversion, to procure such conversion on the Specified Conversion Date.

### 5.4 Manner of Conversion and Conversion Price

- (a) The number of Equity Shares to be issued to the Series VI CCPS Holder upon the conversion of the Series VI CCPS under Paragraph 5.2 (Mandatory Conversion) or Paragraph 5.3 (Conversion by the Series VI CCPS Holder) shall be determined in accordance with the following paragraphs:

A. The Series VI CCPS Holders shall receive (subject to relevant provisions of applicable law) lower of the following % stake:-

- (i) Floor Price Stake
- (ii) Higher of the following % stake of Equity Share of the Company, on a Fully Diluted Basis, accounting for all outstanding instruments, as computed below:

$$1. \text{ \% stake in the Equity Shares of the Company} = \frac{\text{Adjusted Subscription Amount}}{\text{Actual Valuation}}$$

2. Ceiling Price Stake

Any fractional Equity Shares which result shall be rounded up or down to the nearest whole number.

B. Notwithstanding the aforementioned % stake to be given to the Series VI CCPS Holders, they shall be entitled higher of the following, on a Fully Diluted Basis, accounting for all outstanding instruments:

$$(i) \text{ \% stake in the Equity Shares of the Company} = \frac{1.3X \text{ of Series VI Subscription Amount}}{\text{Actual Valuation}}$$

(ii) % stake in Equity Shares of the Company as determined in (a) above.

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Upon total % stake in Equity shares determined as per above conversion ratio, the % stake of each Series VI CCPS Holder shall be computed as follows:

$$\begin{array}{ccc} \text{\% stake in the Equity Shares of the} & & \text{Amount invested by relevant Series} \\ \text{Company as determined above} & \text{X} & \text{VI CCPS Holder for subscribing to} \\ & & \text{Series VI CCPS} \\ & & \hline & & \text{Series VI Subscription Amount} \end{array}$$

- (b) On each Conversion Date, the Company shall, and the Management Team shall procure that the Company shall:
- (i) issue and allot the number of Equity Shares determined in accordance with sub-paragraph (a) above to the relevant Series VI CCPS Holder free from any Encumbrance and together with all rights, privileges and advantages (if any) attaching to them as at the date of their issue;
  - (ii) enter the particulars of the relevant Series VI CCPS Holder in the register of members as the holder of the Equity Shares so allotted; and will, if the Equity Shares have been dematerialized, take all actions necessary to procure that the beneficial interest in the Equity Shares is delivered through National Securities Depository Limited and/or Central Depository Securities (India) Limited (as appropriate) or will make such certificate or certificates available for collection at the office of the Company's share register in India or, if so requested, will cause its registrar to mail such certificate or certificates to the Person and the place specified in the Notice of Conversion together with any other securities, property or cash required to be delivered upon conversion and such assignments and documents (if any) as may be required by Law to effect the transfer thereof, in which case a single certificate will be issued in respect of all Equity Shares issued on a Conversion Date and which is subject to the same Notice of Conversion (or mandatory conversion as the case may be) and which are to be registered in the same name;
  - iii) deliver to the relevant Series VI CCPS Holder a certified copy of the Company's share register or such other record of the depository (as appropriate) evidencing the entry of the Series VI CCPS Holder as the holder of the Equity Shares so allotted.
- (c) The % stake in the Equity Share Capital of the Company on a Fully Diluted Basis accounting for all outstanding shares, for the Series VI CCPS will be further subject to the relevant provisions of the Articles in relation to Series VI CCPS.
- (d) All costs and expenses (including stamp duty and valuation expenses) on the creation, issue, conversion of the Series VI CCPS and on the issuance of the Equity Shares shall be to the account of the Company.
- (e) The Company will, make all the requisite statutory and regulatory filings in respect of the issuance of the Equity Shares within the period stipulated under Law.

## 6. Liquidation Preference

The Series VI CCPS shall rank, with respect to dividend rights and rights on any Series VI CCPS Liquidity Event or Liquidity Event (as the case may be) senior to the Equity Shares and the proceeds available for distribution in such Series VI CCPS Liquidity Event or Liquidity Event (as the case may be) shall, subject to payments that are mandatorily preferred under applicable Law, be distributed in the manner set forth in Clause 10 or 10A (as the case may be) of the Shareholders' Agreement.

## 7. Cancellation

All Series VI CCPS which are converted into Equity Shares will forthwith be cancelled.

### **ECOM EXPRESS LIMITED**

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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

## 8. Taxation

All payments by the Company, including without limitation, payment of any Preferred Dividend, in respect of the Series VI CCPS will be made without deduction or withholding for or on account of any present or future Taxes (which shall include any legal or transactional costs and expenses incidental thereto) of whatever nature imposed in India or any other relevant jurisdiction or by any department, agency or other political subdivision or taxing authority thereof or therein, and all interest, penalties or similar liabilities with respect thereto, unless deduction or withholding of such Tax is compelled by Law.

## 9. Miscellaneous

- 9.1 Where pursuant to a scheme of arrangement, a company issues shares or similar securities to the Company's shareholders, then the Series VI CCPS Holder shall be entitled to receive in lieu of the Series VI CCPS held by it such number of shares, or similar securities issued by such company, as set out in the relevant scheme of arrangement so as to protect the economic benefit and other rights of such Series VI CCPS Holder in the same manner as it was prior to such scheme of arrangement.
- 9.2 Upon receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of the certificate representing the Series VI CCPS Holder and (in the case of loss, theft or destruction) upon delivery of an indemnity agreement in an amount reasonably satisfactory to it, or (in the case of mutilation) upon surrender and cancellation thereof, the Company shall issue, in lieu thereof, a new certificate on the same terms and conditions.
- 9.3 In the event only a part of the Series VI CCPS are converted into Equity Shares, the Company shall issue a new certificate in respect of the balance Series VI CCPS outstanding, and deliver the same to the Series VI CCPS Holder simultaneously with the allotment of Equity Shares in respect of the Series VI CCPS so converted.
- 9.4 The certificate representing the Series VI CCPS may be split, upon surrender of such certificate to the Company, for any number of new certificates representing such aggregate number of Series VI CCPS as was represented by the original certificate.
- 9.5 The terms and conditions of Series VI CCPS as set out in this Agreement or the Charter Documents of the Company shall not be altered, or modified, unless the prior written approval of the Series VI CCPS Holders are obtained for such alterations or modifications.
- 9.6 Salient terms and conditions of the Series VI CCPS shall be printed on the certificate(s) issued by the Company.

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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 Friday, 16<sup>th</sup> September 2022 at 4:30 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), at shorter notice.

**Yours sincerely,**

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

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