

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ETECHACES MARKETING AND CONSULTING PRIVATE LIMITED (THE "COMPANY") IS SCHEDULED TO BE HELD AT A SHORTER NOTICE ON 26TH APRIL, 2019, FRIDAY, AT 4:00 PM, AT PLOT 119, SECTOR 44, GURUGRAM-122001, HARYANA, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Item No. 1 – Approval of the appointment of Investor Director(s)

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTIONS:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (or any statutory modifications or re-enactments thereof for the time being in force), the articles of association of the Company, and (i) the Amended and Restated Subscription Agreement dated April 02, 2019, executed by and amongst SVF India Holdings (Cayman) Limited ("SoftBank"), Diphda Internet Services Limited ("SPV"), True North Fund VI LLP ("True North"), Startup Investments (Holding) Limited ("Startup Holding"), the Company, Mr. Yashish Dahiya and Mr. Alok Bansal (the "Subscription Agreement"); and (ii) the shareholders' agreement dated June 21, 2018 (the "Original SHA") executed by and amongst SoftBank, SPV, Startup Holding, Ithan Creek MB, True North Fund V LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Yashish Dahiya and Mr. Alok Bansal) read with the shareholders amendment agreement dated April 02, 2019 (the "SHA Amendment Agreement", which collectively with the "Original SHA" shall be referred to as the "SHA") executed by and amongst SoftBank, the SPV, Ithan Creek MB, True North Fund V LLP, True North, Startup Holding, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, Startup Investments (Holding) Limited, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya, and pursuant to the approval of the board of directors (the "Board") vide resolution dated April 16, 2019, the appointment of Mr. Munish Ravinder Varma, having DIN 02442753, be approved as a director on the Board with immediate effect and to hold office till further notice.



RESOLVED FURTHER THAT Mr. Yashish Dahiya, Whole-time Director of the Company, and Mr. Alok Bansal, Whole-time Director and Chief Financial Officer of the Company, be and are hereby, jointly and severally, authorized to do all such acts and deeds with respect to the above mentioned resolution, including verifying, signing and filing of all necessary applications and forms (including e-Form DIR-12), and all other documents incidental thereto with the Registrar of Companies, National Capital Territory of Delhi and Haryana, updating statutory registers (including the register of directors and key managerial personnel of the Company), and to do all such acts, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to these resolutions.”

Item No.2- Adoption and approval of the amended and restated Articles of Association

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

“RESOLVED THAT in view of the investment by SVF India Holdings (Cayman) Limited, Diphda Internet Services Limited, True North Fund V LLP and Startup Investment (Holding) Limited (the **“Series F Investors”**) in the Company, in accordance with the provisions of - (i) the Amended and Restated Subscription Agreement dated April 02, 2019, executed by and amongst SVF India Holdings (Cayman) Limited (**“SoftBank”**), Diphda Internet Services Limited (**“SPV”**), True North Fund VI LLP (**“True North”**), Startup Investments (Holding) Limited (**“Startup Holding”**), the Company, Mr. Yashish Dahiya and Mr. Alok Bansal (the **“Subscription Agreement”**); and (ii) the shareholders’ agreement dated June 21, 2018 (the **“Original SHA”**) executed by and amongst SoftBank, SPV, Startup Holding, Ithan Creek MB, True North Fund V LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Yashish Dahiya and Mr. Alok Bansal read with the shareholders amendment agreement dated April 02, 2019 (the **“SHA Amendment Agreement”**), which collectively with the **“Original SHA”** shall be referred to as the **“SHA”**) executed by and amongst SoftBank, the SPV, Ithan Creek MB, True North Fund V LLP, True North, Startup Holding, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, Startup Investments (Holding) Limited, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya, and pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the approval of the Board vide resolution dated April 16, 2019, the amended and restated articles of association of the Company in the form attached hereto as Exhibit A, a copy of which is placed before the meeting, and duly

initialed by the Chairman, be and is hereby approved and adopted as the articles of association of the Company in substitution and exclusion of all previous articles of association of the Company.

RESOLVED FURTHER THAT, Mr. Yashish Dahiya, Whole-time Director of the Company, and Mr. Alok Bansal, Whole-time Director and Chief Financial Officer be and are hereby, jointly and severally, authorized to execute such documents or writing as may be necessary, proper or expedient, including but not limited to verifying, signing and filing all necessary forms and other documents (including e-Form MGT-14), as may be required by the statutory authorities including, the Registrar of Companies, National Capital Territory of Delhi and Haryana, and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the Registrar of Companies, National Capital Territory of Delhi and Haryana, or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolution and to liaise with the concerned authorities with regard to the same.”

**By order of the Board of Directors
FOR Etechaces Marketing and Consulting Private Limited**

Place: Gurugram

Dated: April 16, 2019



(Alok Bansal)

Whole-Time Director

DIN: 01653526

ADD:- Plot No. 119, Sector-44, Gurugram-122001, Haryana (India)

NOTES:

(a) Extra-ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013. The forms for providing consent of members for shorter notice of the Extra-ordinary General Meeting is enclosed hereto and the members are requested to provide the same, prior to the date of the Extra-ordinary General Meeting.

(b) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto as Annexure-I.

(c) The copy of the amended and restated Articles of Association is attached hereto as Annexure-II.

(d) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself / herself and that proxy need not be a member of the Company.



(e) The proxy forms (enclosed as Annexure III) duly completed and stamped should reach or must be deposited at the registered office of the Company not less than forty eight hours before the scheduled meeting, in order for the proxy to be effective. Please note the limit on number of proxies that a person can act as, as per the Companies Act, 2013.

(f) Corporate members intending to send their authorized representatives to attend the Extra-ordinary General Meeting are requested to send to the Company, a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the Extra-ordinary General Meeting.

(g) Members/Proxies are requested to produce the attendance slips (enclosed as Annexure - IV) duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting hall.

(h) Route map of the venue of the Extra-ordinary General Meeting is contained in Annexure-V.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1:**

The present directors on the board of directors of the Company (the “**Board**”) are Mr. Yashish Dahiya, Mr. Atul Gupta, Mr. Alok Bansal, Mr. Parag Dhol and Ms. Kitty Agarwal. According to the terms of the shareholders’ agreement dated June 21, 2018 (the “**Original SHA**”) executed by and amongst SVF India Holdings (Cayman) Limited (“**SoftBank**”), Diphda Internet Services Limited (“**SPV**”), Startup Investments (Holding) Limited (“**Startup Holding**”), Ithan Creek MB, True North Fund V LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Yashish Dahiya and Mr. Alok Bansal, read with the shareholders amendment agreement dated April 02, 2019 (the “**SHA Amendment Agreement**”, which collectively with the Original SHA shall be referred to as the “**SHA**”) executed by and amongst SoftBank, the SPV, Startup Holding, Ithan Creek MB, True North Fund V LLP, True North Fund VI LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya, Tiger (i.e. Tiger Global Eight Holdings and Internet Fund III Pte. Ltd, collectively), Inventus Capital Partners Fund II, InfoEdge (i.e. Startup Investment (Holdings) Limited, PI Opportunities Fund (i.e. PI Opportunities Fund-I and PI Opportunities Fund-II, collectively), Steadview (i.e. Steadview Capital Mauritius Limited, Inventus Capital Partners Fund II, Limited, LTR Focus Fund and ABG Capital, collectively), Claymore Investments (Mauritius) Pte Ltd., True North Fund V LLP and SoftBank, possesses the right to appoint 1 (one) director each on the Board. Accordingly, SoftBank has expressed its will to the Company that Mr. Munish Ravinder Varma, having DIN 02442753, be appointed as a director on the Board. It is therefore deemed appropriate that Mr. Munish Ravinder Varma, having DIN 02442753, be appointed as a director on the Board.

The details of such director(s) are as set out below:

- (i) Name: Munish Ravinder Varma
- (ii) Age: 47 years
- (iii) Qualification: Post-graduate/ Masters-equivalent
- (iv) Work Experience: Currently, Partner, SB Investment Advisers (UK) Limited



- (v) Terms and Conditions of appointment: N/ A
- (vi) Date of first appointment on the board of directors: N/ A
- (vii) Details of remuneration to be paid by the Company (if applicable): N/ A
- (viii) Details of remuneration last drawn by such director: N/ A
- (ix) Current shareholding in the Company (if applicable): N/ A
- (x) Relationship with other directors / key managerial personnel / officers of the Company (if applicable): N/ A
- (xi) Details of other directorships / memberships / chairmanship of boards or committees of board of directors of other companies (if applicable): Director, Oravel Stays Private Limited.

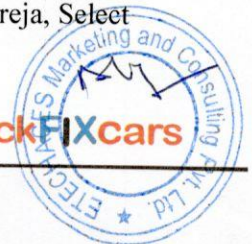
Section 152 of the Companies Act, 2013 requires the Company to seek the approval of the shareholders for the appointment of directors on the Board.

In view of above, the Board recommends the passing of the resolutions set out at Item No. 1 as ordinary resolutions (i.e., resolutions by approval of a simple majority of those present and voting) as per the provisions of the Companies Act, 2013.

None of the directors or the key managerial personnel of the Company, or any of their relatives, are concerned or interested, directly or indirectly, financially or otherwise, in the passing of the proposed resolutions.

Item No. 2:

The present articles of association of the Company were adopted on December 08, 2017. In accordance with the terms of the - (i) the Amended and Restated Subscription Agreement dated April 02, 2019, executed by and amongst SVF India Holdings (Cayman) Limited (“**SoftBank**”), Diphda Internet Services Limited (“**SPV**”), True North Fund VI LLP (“**True North**”), Startup Investments (Holding) Limited (“**Startup Holding**”), the Company, Mr. Yashish Dahiya and Mr. Alok Bansal (the “**Subscription Agreement**”); and (ii) the shareholders’ agreement dated June 21, 2018 (the “**Original SHA**”) executed by and amongst SoftBank, SPV, Startup Holding, Ithan Creek MB, True North Fund V LLP, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select Unicorn LLP, Vic Enterprises Pvt. Ltd., Puran Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Yashish Dahiya and Mr. Alok Bansal) read with the shareholders amendment agreement dated April 02, 2019 (the “**SHA Amendment Agreement**”, which collectively with the Original SHA shall be referred to as the “**SHA**”) executed by and amongst SoftBank, the SPV, Ithan Creek MB, True North Fund V LLP, True North, Startup Holding, IDG Ventures India Fund III LLC, Chiratae Trust, Technology Venture Fund, Startup Investments (Holding) Limited, PI Opportunities Fund-I, PI Opportunities Fund-II, Steadview Capital Mauritius Limited, LTR Focus Fund, ABG Capital, Internet Fund III Pte. Ltd., Ribbit Capital, Makesense Technologies Limited, Claymore Investments (Mauritius) Pte Ltd., Tiger Global Eight Holdings, Inventus Capital Partners Fund II, Limited, Mrs. Renu Munjal, Motherson Lease Solution Limited, Mr. Sanjay Kukreja, Select



Unicorn LLP, Vic Enterprises Pvt. Ltd., Pura Associates Pvt. Ltd., MB Finmart Pvt. Ltd., Windy Investments Pvt. Ltd., the Etechaces Employees Stock Option Plan Trust, the Company, Mr. Alok Bansal and Mr. Yashish Dahiya, the articles of association of the Company are required to be amended and restated to incorporate the terms and conditions of the Shareholders' Amendment Agreement. It is therefore deemed appropriate that the articles of association of the Company be amended and restated in the form appended hereto as Annexure II.

The amended and restated articles of association of the Company, as appended hereto as Annexure II, shall be available for inspection, in physical and in electronic form, at the registered office of the Company, during its business hours and at the meeting.

The applicable provisions of the Companies Act, 2013 require the Company to seek the approval of the members for the alteration of its articles of association.

Accordingly, the Board recommends the passing of the resolution set out at Item No. 2 as special resolutions as per the provisions of the Companies Act, 2013.

None of the Directors or the key managerial personnel of the Company, or any of their relatives, are concerned or interested, directly or indirectly, financially or otherwise, in the passing of the proposed resolution.

FOR Etechaces Marketing and Consulting Private Limited

Place: Gurugram
Dated: April 16, 2019



(Alok Bansal)
Whole-Time Director
DIN: 01653526
ADD:- Plot No. 119, Sector-44, Gurugram-122001, Haryana (India)

ANNEXURE II

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

[to be attached separately]



**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the Company:

Registered office:

Name of the member(s)		e-mail Id	
Registered Address		Folio No/ Client Id	
		DP ID	

I/We, being the member(s) of Etechaces Marketing and Consulting Private Limited holding shares of the above-named company, hereby appoint:

1.

Name:	E-mail Id:
Address:	
Signature, or failing him	

2.

Name:	E-mail Id:
Address:	
Signature, or failing him	

3.

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra ordinary general meeting of the company, to be held on Friday, April 26, 2019 at 4:00 p.m. at the registered office of the Company at Plot No. 119, Sector-44, Gurugram-122001, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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No.	Resolutions	For	Against
Special Businesses			
1.	Approval of the appointment of Investor Director(s)		
2.	Adoption and approval of the amended and restated Articles of Association		

Affix Revenue
Stamp

Signed this day of 2019 _____
Signature of shareholder

Signature of 1st proxy holder
holder

Signature of 2nd proxy holder

Signature of 3rd proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ANNEXURE IV**ATTENDANCE SLIP**

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held on Friday, 26th day of April, 2019 at 4:00 P.M.at Plot No. 119, Sector-44, Gurugram-122001, Haryana, India.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes:

1. A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.



ROUTE MAP OF THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

