

iStreet Network Limited

CIN: L51900MH1986PLC040232

(Formerly known as-Principal Pharmaceuticals and Chemicals Limited)

Regd. Off.: 513, Palm Spring, Link Road, Malad West, Mumbai 400064. India

Tel. No.: +91 22 42576767; Website : www.istreetnetwork.com ; Email: info@istreetnetwork.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of iStreet Network Limited will be held on Wednesday, November 19, 2014 at 11:00 AM at the Registered Office of the Company at 513, Palm Spring, Link Road, Malad West, Mumbai 400064 to transact the following business:

SPECIAL BUSINESS:

Item No. 1

Preferential allotment of equity shares of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the rules made thereunder including any statutory modifications or enactment thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, and the provisions of the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed (the "**Stock Exchange**") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot on a preferential basis to Mr. Kushal C Sacheti (the "Investor A"), 150,000 equity shares of face value of Rs. 4/- each (the "Equity Shares"), at a price of Rs. 20/- (Rupees Twenty only) each aggregating up to Rs. 30,00,000 (Rupees Thirty Lacs only), including premium, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares is October 20, 2014, which is 30 days prior to the date of this Extraordinary General Meeting i.e. November 19, 2014, and the floor price so calculated is Rs. 19.54 (Rupees Nineteen and paise fifty four only).

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor A in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank *paripassu* with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No. 2**Preferential allotment of Equity Warrants of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the rules made thereunder including any statutory modifications or enactment thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, and the provisions of the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed (the **“Stock Exchange”**) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 10,75,000 warrants (**“Equity Warrants”**) on a preferential basis to

Name of the Proposed Allottee	Category	Hereinafter Referred as	No. of Equity Warrants
Mr. Kushal C Sacheti	Investor	Investor A	600,000
Mrs. Dimple Jain	Investor	Investor B	150,000
Mr. Suresh Chand Mandhana	Investor	Investor C	15,000
M/s. Crest Latex Pvt. Ltd	Promoter	Promoter A	1,10,000
M/s. Cardioid Plasteel Pvt. Ltd.	Promoter	Promoter B	100,000
M/s. Radelf Pharmaceuticals Pvt. Ltd	Promoter	Promoter C	100,000

each convertible into, or exchangeable for, one equity share of face value of Rs. 4 each (the **“Equity Shares”**) at a price (including the warrant subscription price and the warrant exercise price) of Rs. 20/- each (Rupees Twenty only) each aggregating to Rs. 2,15,00,000 (Rupees Two Crore Fifteen lacs only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

“RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is October 20, 2014, which is 30 days prior to the date of this Extraordinary General Meeting i.e. November 19, 2014, and the floor price so calculated is Rs. 19.54 (Rupees Nineteen and paise fifty four only).

“RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to **“Investors A,B,C”** and **“Promoters A,B,C”** respectively within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s), at the sole option of Equity Warrant holder(s) at any time in one or more tranches before the expiry of 18 months from the date of allotment of the Equity Warrants. The Equity Warrant shall not carry any voting/dividend rights.
- ii) A Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be appropriated against the issue price of the Equity Shares. The Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.
- iii) The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- vi) The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- vii) The equity shares already held by proposed allottees, if any, the warrants, the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants in one or more tranches.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental,

consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT" all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 3

Appointment of Mr. Neeraj Gupta

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Neeraj Gupta (DIN: 05327106), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of the 28th Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 18th September 2014 to 17th September 2019."

Place: Mumbai

Date: October 20, 2014

Registered Office:

513, Palm Spring, Link Road

Malad West,

Mumbai – 400 064

By Order of the Board of Directors

For iStreet Network Limited

Ruchi Sekaria
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
3. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Extraordinary General Meeting, along with their copy of the Notice. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.istreetnetwork.com for your download.
5. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote at the Extraordinary General Meeting by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 17.10.2014, are entitled to vote on the Resolutions set forth in this Notice. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for EGM. The instructions for e-voting are as under:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on "Shareholders" tab.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on 10/11/2014 (9.30am) and ends on 12/11/2014 (5.30pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17/10/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17/10/2014. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, may vote if the Chairman of the Meeting orders a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for the business specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote in a poll at the Meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- (xxi) Mr. DilipBharadiya, Proprietor of M/s DilipBharadiya& Associates, Practicing Company Secretaries (Membership No. 19085, CP No. 6740) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results of e-Voting and poll shall be aggregated and declared on or after the Extraordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.istreetnetwork.com within two (2) days of passing of the resolutions and communicated to the Stock Exchange.
6. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
Adroit Corporate Services Pvt. Ltd.
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Mumbai 400 059
Tel No: 2859 0942 / 2859 4060 / 2859 6060 **Email:** adroits@vsnl.net
7. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to and including the date of the Extraordinary General Meeting of the Company.

Explanatory Statement under Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned of the accompanying Notice dated October 20, 2014.

Item no. 1 & 2 (Preferential issue of Equity Shares and Preferential issue of Equity Warrants of the Company:)

Brief note on the company's operations and justification for the proposed preferential issues

Your Company's business is growing and growth requires capital. Your Company needs to substantially increase the magnitude of its operation by building extensive network, infrastructure and channel partners, augment its working capital. The envisaged growth plan program is necessary for the Company to achieve the desired size and scale of the business operations and create value for its stakeholders. The objective of the proposed preferential allotment of Equity Shares and Equity Warrants is to utilize proceeds to fund working capital, operational expenses, infrastructural and capacity building expenses. The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis,

- a. 150,000 Equity Shares to the "Investor A" at a price of Rs. 20/- (Rupees Twenty only) per Equity Share determined in accordance with the ICDR Regulations; and
- b. 10,75,000 Equity Warrants to "Investor A, B,C" respectively and "Promoter A, B, C" respectively which may be exercised to receive equal numbers of Equity Shares at a price (including the Equity Warrant Subscription Price and Equity Warrant Exercise Price) of Rs. 20/- (Rupees Twenty only) determined in accordance with the ICDR Regulations.

Salient features of the preferential issue of Equity Shares and preferential issue of Warrants are as under:

The proposed issue and allotment of Equity Shares and Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares and Equity Warrants are:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and Equity Warrants is October 20, 2014, being 30 days prior to the date of this Extraordinary General Meeting i.e. November 19, 2014.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Equity Warrants is Rs. 19.54 (Rupees Nineteen and paise fifty four only), being higher of (a) the average of the high and low of the closing prices at the BSE Limited for 26 weeks prior to the relevant date viz. Rs. 12.53 (Rupees Twelve and paise fifty three only) and (b) the average of the high and low of the closing prices at the BSE Limited for 2 weeks prior to the relevant date viz. Rs. 19.54 (Rupees Nineteen and paise fifty four only).
- The total amount payable for preferential issue of Equity Shares and 25% of the amount for preferential issue of Equity Warrants shall be received by the Company prior to the respective allotments.
- The Equity Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches at the sole option of Equity Warrant holder(s).
- At the time of exercise, the Equity Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Equity Warrants so being exercised.
- Post allotment, pursuant to preferential issue of Equity Shares, the increase in equity share capital would be Rs.600,000/- (Rupees Six Lacs only) and the increase in securities premium, it would be Rs. 24,00,000/- (Rupees Twenty Four Lacs only).
- Post conversion of the Warrants (assuming full conversion), the increase in equity share capital would be Rs. 43,00,000 /- (Rupees Forty Three Lacs only) and the increase in securities premium would be Rs. 1,72,00,000/- (Rupees One Crore Seventy Two Lacs only).
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current financial year. The proposed allottees have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

- a. **Object of the preferential issue of Equity Shares and Equity Warrants and details of utilization of proceeds:**The objective of the proposed preferential allotment of Equity Shares and Equity Warrants is to utilize proceeds to funds for working capital, operational expenses, infrastructural and capacity building expenses.
- b. **Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:**Except Mr Kushal C Sacheti, Independent Director, and "Promoter A,B, C" company, none of the other directors or promoter or promoter group or key management personnel of the Company intends to apply /subscribe to any of the Equity Shares or Equity Warrants.Mr. Kushal C Sacheti is an NRI, falling under the definition of "Person resident outside India" and hence the issue of Equity Shares and Equity Warrants has been made on non-repatriation basis to him in terms of Schedule 4 of the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 , as amended
- c. **The shareholding pattern of the Company before and after the preferential issue of Equity Shares and Equity Warrants :** Shareholding pattern before and after the proposed preferential issue of Equity Shares and Equity Warrants is as follows:

Sr. No	Category	Equity Shareholding			
		Pre-issue Equity Shareholding		After allotment of Equity Shares & Conversion of Warrants *	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
A	Promoter and Promoter Group's Holdings				
1	Director & Director Relatives	4802325	24.16	4802325	22.76
	Bodies Corporate	7075525	35.60	7385525	35.00
	Sub-Total	11877850	59.76	12187850	57.76
B	Non-Promoters Holding				
1	Institutions	0.00	0.00	0.00	0.00
2	Bodies Corporate	4082320	20.54	4082320	19.35
3	Indian Public	3702866	18.63	3867866	18.33
4	NRIs	201289	1.01	951289	4.51
5	Clearing Members	10675	0.05	10675	0.05
	Sub-Total	7997150	40.24	8912150	42.24
	Grand Total	19875000	100.00	21100000	100.00

Notes: The above post-issue shareholding pattern assumes that:-

1. The proposed 1,50,000 Equity Shares has been allotted in full
2. The entire Preferential Issue of Equity Warrants issued pursuant to this resolution are converted into Equity Shares and the Shareholding of other shareholders do not change.

- d. Proposed time within which preferential issue of Equity Shares and Equity Warrants shall be completed :** As required under the ICDR Regulations, the preferential issue of Equity Shares and Equity Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- e. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue :** The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and Equity Warrants proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	% of post preferential issue capital
Mr. Kushal C Sacheti	Individual himself	3.55
Mrs. Dimple Jain	Individual herself	0.71
Mr. Suresh Chand Mandhana	Individual himself	0.07
M/s. Crest Latex Pvt. Ltd	Pradeep Malu, MeenuMalu	0.52
M/s. Cardioid PlasteelPvt. Ltd.	Pradeep Malu, MeenuMalu	0.47
M/s. Radelf Pharmaceuticals Pvt. Ltd	Pradeep Malu, MeenuMalu	0.47

- f. Change in control :**As a result of the proposed preferential Issue of Equity Shares and Equity Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.
- g. Lock-in-period :**The Equity Shares to be allotted on a preferential basis to Investor A, and the Equity Shares allotted pursuant to exercise of warrants shall be subject to 'lock-in' for a period of one year for "Investor A,B,C" and for a period of three years for "Promoter A,B,C" from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the ICDR Regulations. None of the proposed allottees hold any equity shares in the Company on the relevant date.
- h. Auditor's certificate :** A copy of the certificate from JhawaMantri& Associates, Chartered Accountants, Firm Registration No. 113221W the Statutory Auditors of the Company, certifying that the above preferential issue of Equity Shares and Equity Warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.00 a.m. to 5.00 p.m., except on holidays, up to the date of the Extraordinary General Meeting. Copies of the above mentioned statutory auditor's certificate shall also be laid before the Extraordinary General Meeting.
- i. Undertaking :**The Board of Directors of the Company do undertake that there is no need for the Company to re-compute the price of the specified securities in terms of provisions of the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009 as the Company is listed for more than 26 weeks/6 months .
The Board has already approved the issue and allotment of Equity Shares and Equity Warrants on preferential basis to the "Investors A,B,C" and "Promoter A,B,C" respectively, in the manner stated hereinabove.
Regulation 72(1)(a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as a Special Resolutions.

Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel

Except Mr. Kushal C Sacheti, Independent Director of Company, Mr. Pradeep Malu , Promoter and his relatives, none of the other Directors or Key Managerial Personnel is concerned or interested in the proposed Resolution.

No Key Managerial Persons (KMPs) of the Company other than Mr. Pradeep Malu, Managing Director and his relatives, shall be deemed to be concerned or interested in the proposed Resolution, except to the extent of shares, if any held by any of them in the Company.

Item No.:3 (Regularisation of Mr. Neeraj Gupta and appointment as an Independent Director)

Mr. Neeraj Gupta, was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 18th September, 2014 to hold office till the date of the 28th Annual General Meeting of the Company. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.The Company has also received a notice as prescribed u/s 160 of the Companies Act, 2013 from a member alongwith the necessary deposit, signifying his intention to propose Mr. Neeraj Gupta as a Director. The company shall benefit immensely with his rich and varies experience.The Nomination & Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Neeraj Gupta as an Independent Director, and proposes to pass the resolutions as set out in item No.3 of the Notice as an Ordinary Resolution.

Except, Mr. Neeraj Gupta, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in the resolution.

Place: Mumbai

Date: October 20, 2014

Registered Office:

513, Palm Spring, Link Road

Malad West,

Mumbai – 400 064

By Order of the Board of Directors

For iStreet Network Limited

Ruchi Seksaria
Company Secretary

Additional information of Director recommended for appointment as required under Clause 49 of the Listing Agreement:-

Brief Resume and expertise :-Mr. Neeraj Gupta is a Commerce Graduate with Diploma in Export Management. He has vast and versatile experience of over 35 years across various industries. He has served managerial position in different companies. He maintains excellent relationship with all the stakeholders across industries. He holds directorship in Carve Industries Private Limited also serves as a National Vice President to the Bharat VikasParishad, NGO dedicated to Socio-cultural renaissance and integration of India.

Names of companies (other than iStreet Network Limited) in which the person also holds the directorship and the membership of Committees of the Board - Mr. Neeraj Gupta is also a Director in Carve Industries Private Limited, but does not hold any membership of any committees of the Board.

Shareholding in iStreet Network Limited- Mr. Neeraj Gupta do not hold any shares in the Company.

iStreet Network Limited

CIN: L51900MH1986PLC040232

(Formerly known as-Principal Pharmaceuticals and Chemicals Limited)

Regd. Off.: 513, Palm Spring, Link Road, Malad West, Mumbai 400064. India

Tel. No.: +91 22 42576767; Website : www.istreetnetwork.com ; Email: info@istreetnetwork.com

PROXY FORM

Name of the member (s)	:	
Registered address	:	
E-mail Id	:	
Folio / DP ID-Client ID No.	:	

I/ we, being the member(s) of _____ shares of the above named company, hereby appoint:

- | | |
|-----------------|--------------------------------|
| (1) Name:..... | Address:..... |
| E-mail id:..... | Signature..... Or failing him; |
| (2) Name:..... | Address:..... |
| E-mail id:..... | Signature..... Or failing him; |
| (3) Name:..... | Address:..... |
| E-mail id:..... | 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 Extraordinary General Meeting of the Company, to be held on Wednesday, 19th November, 2014 at 11.00 a.m. at 513, Palmspring, Link Road Malad West, Mumbai-400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and content	Optional	
	For	Against
1. Preferential issue of 1,50,000 Equity Shares of the Company as per applicable SEBI Regulations		
2. Preferential Issue of 10,75,000 Equity Warrants that cab be exchanged into Equity Shares of the Company to Investors and Promoterson a preferential basis as per applicable SEBI regulations;		
3. Regularisation of Mr. Neeraj Gupta and appointment as Independent Director		

Signed this..... Day of..... 2014

Signature of shareholder..... Signature of Proxy holder(s).....

Affix revenue stamp

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Extraordinary General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting venue.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS) _____

NAME OF THE PROXY (IN BLOCK LETTERS) _____

D.P. – ID		FOLIO NO	
CLIENT ID		NO. OF SHARES	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, 19th November, 2014 at 11.00 a.m. at 513, Palmspring, Link Road Malad West, Mumbai-400 064

.....

Member's/Proxy's Signature

Notes:

1. This Meeting is of Members only and you are requested not to bring with you any person who is not a Member.
2. Shareholders/Proxy holders are requested to bring the attendance slips with them when they come to the Meeting and hand over at the entrance after affixing their signature on them.
3. If it is intended to appoint a proxy, the Form of Proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

To,

Return to, if not delivered:

iStreet Network Ltd.

513, Palmspring, Link Road, Malad West

Mumbai 400064

Tel.: 022 4257 6767