

## **NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of iStreet Network Limited will be held on Tuesday, September 20, 2016 at On Toes One-up Banquets, 1st floor, Palm Spring, Link Road, Malad West, Mumbai – 400064 at 11am to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No. 1:- Adoption of Financial Statements**

- a. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.

#### **Item No. 2:- To Appoint Ms. Meethu Malu (DIN: 07074018) who retires by rotation and being eligible, offers herself for re-appointment**

#### **Item No. 3:- Ratification of Appointment of Auditors**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED that** pursuant to provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Jhavar Mantri & Associates, Chartered Accountants (Firm Registration No.113221W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:**

#### **Item No. 4:- Approval to implement Employee Stock Option Scheme, 2016 and Grant of Employee Stock Options to the Employees of the Company there under:-**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as **“SEBI SBEB Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include Nomination & Remuneration Committee that would discharge the obligations of Compensation Committee as prescribed under the SEBI SBEB Regulations, approval and consent of the Shareholders of the Company (**“Shareholders”**) be and is hereby accorded respectively to introduce and implement the iStreet Network Limited Employee Stock Option Scheme 2016 (hereinafter referred to as the (**“iSNL ESOP 2016”**)) and to the Board to create, offer and grant from time to time upto 25,00,000 (Twenty Five Lakhs) Employee Stock Options (**“ESOPs”**) to the eligible employees as defined under Regulation 2(1)(f) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as may be decided solely by the Board under the Scheme, exercisable into not more than 25,00,000 (Twenty Five Lakhs) fully paid-up equity shares in the Company of face value of Rs. 4/- (Rupees Four) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations as may be prevailing from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Scheme and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders (“Additional Shares”), the ceiling as aforesaid of 25,00,000 (Twenty Five Lakhs) ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.”

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 4/- (Rupees Four) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.”

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the iSNL ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the iSNL ESOP 2016 and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the iSNL ESOP 2016.”

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the iSNL ESOP 2016 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointing Merchant Bankers, Compliance Officer, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of iSNL ESOP 2016 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

**Item No. 5:- Grant of Employee Stock Options to the Employees of the Subsidiary Company(ies) or Associate Company(ies) or Holding Company of the Company under iSNL Employee Stock Option Scheme 2016**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to

include Nomination & Remuneration Committee that would discharge the obligations of Compensation Committee as prescribed under the SEBI SBEB Regulations, approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded to create, offer and grant from time to time 25,00,000 (Twenty Five Lakhs) Employee Stock Options ("**ESOPs**"), within the overall ceiling of 25,00,000 (Twenty Five Lakhs) equity shares as specified in a separate Resolution to be approved by the Shareholders of the Company through Notice of the Annual General Meeting dated September 20, 2016, to the eligible employees as defined under Regulation 2(1)(f) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including employees of any existing and future subsidiary company(ies) or associate company(ies) or holding Company of the Company whether in or outside India (hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the 'iStreet Network Limited Employee Stock Option Scheme 2016' (hereinafter referred to as the "**ESOP 2016**"), exercisable into not more than 25,00,000 (Twenty Five Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 4/- (Rupees Four) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations as may be prevailing from time to time.

**"RESOLVED FURTHER THAT** the Board for this purpose be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 25,00,000 (Twenty Five Lakhs) ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 4/- (Rupees Four) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the **iSNL ESOP 2016** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **iSNL ESOP 2016** and do all other things incidental and ancillary thereof."

**"RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **iSNL ESOP 2016**."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the **iSNL ESOP 2016** on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as may it may in its absolute discretion, deem necessary including appointment of Merchant Bankers, Compliance Officer, Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **iSNL ESOP 2016** as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

**Item No. 6:- Grant of Options to issue securities equal to or exceeding one per cent of the issued Capital of the Company during any one financial year to identified employees under iSNL Employee Stock Option Scheme 2016:**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 , the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent be and is hereby accorded respectively to the ‘iSNL Employee Stock Option Scheme 2016’ (hereinafter referred to as the “iSNL ESOP 2016”/ “Scheme”) and to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Nomination & Remuneration Committee that would discharge the obligations of Compensation Committee as prescribed under the SEBI SBEB Regulations, approval, for Grant of option to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, within the overall ceiling of 25,00,000 (Twenty Five Lakhs) ESOPs on such terms and in such manner in the ‘iStreet Network Limited Employee Stock Option Scheme 2016’ (hereinafter referred to as the “iSNL ESOP 2016”/ “Scheme”).

**Item No. 7:- To approve the limit of transactions with related parties**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, approval of the Company be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/transactions as specified under 188(1)(a) to 188(1)(g) with iStreet Bazaar Private Limited, Inovent Jewels Private Limited and Last Mile Services Private Limited, Related Parties under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 related to transfer or receipt of products, goods, materials or services for an estimated amount upto Rs. 300 crores (Rupees Three Hundred Crores only) with each party on such terms and conditions as may be approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with iStreet Bazaar Private Limited, Inovent Jewels Private Limited and Last Mile Services Private Limited within the aforesaid limit.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

Place: Mumbai  
Date : August 17, 2016

**By Order of the Board of Directors**  
For iStreet Network Limited

**Registered Office:**  
513, Palm Spring, Link Road  
Malad West,  
Mumbai – 400 064

Dipankar Basu  
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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 13, 2016 to September 20, 2016 (both days inclusive).
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act,2013 (“Act”) setting out material facts concerning the business under Item Nos. 4,5,6 and 7 of the Notice , is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No 2 of the Notice, are also annexed.
4. Pursuant to the provisions of Section 105 of the Companies Act,2013 a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
5. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The instrument appointing a 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. Proxies submitted on behalf of the Companies, societies etc, must be supported by an appropriate resolution/authority, as applicable.
7. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to bring their folio number /demat account number/DP-ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
8. Members may note that the Notice of 29<sup>th</sup> Annual General Meeting, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company’s website i.e www.istreetnetwork.com. The physical copies of the documents will also be available for inspection at the Company’s registered office for inspection during normal business hours on working days.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by members at the meeting.
12. Members holding shares in Electronic (Demat) Form are advised to inform the particulars of their bank account, change of address and Email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents i.e Adroit Corporate Services Pvt. Ltd cannot act on request received directly from the members holding shares in demat mode for changes in any bank mandate or other particulars etc., and such instructions shall be given directly to the Depository Participants by the members.
13. Members holding shares in Physical Form are advised to inform the particulars of their bank account , change of address and email ids to Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai 400 059

14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you communications including annual report, notices, etc in electronic mode.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies ( Management and Administration Rules), 2014 and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository.
16. Copies of Notice and Annual report are being sent by electronic mode to those members whose email ids are registered with our R&T agents, unless members have requested for physical copy specifically. For members whose e-mail ids are not available, physical copy has been sent by permitted mode.
17. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password along with the procedure for such e-voting.
18. The Company has fixed the cut-off date i.e September 13, 2016 and facility for remote e-voting shall remain open for a period of 3 days from September 16, 2016(9.00 a.m.) to September 19, 2016(5.00 p.m.) (both days inclusive).
19. Company has appointed M/s Dilip Bharadiya, Practicing Company Secretary (FCS 7956) as the Scrutinizer for carrying out the e-voting and voting by poll at the Annual General Meeting.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 p.m) on all working days up to and including the date of the Annual General Meeting.
21. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, director seeking appointment/ re-appointment at the Annual General Meeting of the Company to be held on September 20, 2016 is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/reappointment as required under Companies Act, 2013 and rules made there under.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Adroit Corporate Services Pvt. Ltd. 19/20 Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai 400 059.
23. Members seeking any information with regard to accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
24. The instructions for e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open the email and also open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder – Login
    - (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote



- (v) If you are logging in for the first time , please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” (E voting Event Number) of “iStreet Network Limited”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dilip@csdilip.com](mailto:dilip@csdilip.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided by a separate letter enclosed in the envelope containing the Annual Report  
**EVEN (Remote e-voting Event Number) + USER ID and PASSWORD**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- (i) The e-voting period commences on September 16, 2016 (9:00 am IST) and ends on September 19, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2016, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - (iii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
  - (iv) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - (v) Mr Dilip Bharadiya, Practicing Company Secretary (FCS 7956) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - (vi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.istreetnetwork.com](http://www.istreetnetwork.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## **EXPLANATORY STATEMENT**

### **EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 (1) OF THE COMPANIES ACT, 2013 ('THE ACT')**

#### **Item No. 4, 5 & 6**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company(ies) or Associate Company(ies) or Holding Company for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The Company intends to implement iStreet Network Limited Employee Stock Option Scheme 2016 ("**iSNL ESOP 2016**") with a view to attract and retain key talents working with the Company and its Subsidiary, Associate or Holding Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of **iSNL ESOP 2016** and for grant of Stock Options to the eligible employees / Directors of the Company, that of its Subsidiary Company(ies) or associate company(ies) or holding Company as may decided by the Nomination and Remuneration Committee ("**Committee**") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

Further, the Company may identify certain employee/s to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 6 provides that the Company may grant option equal to or exceeding one per cent in one year to identified eligible employee/s or director/s of the Company

The Board of Directors recommend the passing of the resolution 4,5 and 6 appended to this notice as special resolution by the Shareholders of the Company.

The main features of the **iSNL ESOP 2016** are as under:

#### **1 Total number of options to be granted:**

25,00,000 (Twenty Five Lakhs) Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) or associate company(ies) or holding Company in aggregate under **iSNL ESOP 2016**, in one or more tranches exercisable into not exceeding 25,00,000 (Twenty Five Lakh) equity shares in aggregate in the Company of face value of Rs. 4/- each fully paid-up

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination/not meeting the performance condition by the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of **iSNL ESOP 2016**

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

#### **2. Identification of classes of employees entitled to participate in **iSNL ESOP 2016****

Following class/classes of employees are entitled to participate in **iSNL ESOP 2016**:

- (i) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- (ii) Directors of the Company; and
- (iii) Permanent employees and Directors of the Subsidiary Company(ies) in India or outside India or associate company(ies) or holding Company working with respective company or on deputation with any other company.



Following class/classes of employees are not eligible:

- (i) an employee who is a Promoter or belongs to the Promoter Group;
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- (iii) an Independent Director within the meaning of the Companies Act, 2013.

The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would be granted.

### **3. Transferability of Employee Stock Options:**

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under iSNL ESOP 2016.

### **4. Requirements of vesting and period of vesting:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company or associate company or holding Company as the case may be. The Committee may, at its discretion, lay down the detailed terms and conditions relating to vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

In the event that an employee who has been granted benefits under a scheme is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after transfer or deputation.

### **5. Maximum period within which the Options shall be vested:**

Options granted under iSNL ESOP 2016 would vest within a maximum period of 3 years from the date of grant of such Options subject to Regulation 18(1) and 24(1) of the SEBI SBEB Regulations.

### **6. Exercise price or pricing formula:**

The exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option which may be decided by the Committee. Market price in this context refers to the meaning assigned to it under the SEBI SBEB Regulations.

### **7. Exercise period and the process of Exercise:**

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 3 years from the date of vesting of such Options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

### **8. Lock in :**

The Compensation Committee may specify any lock-in period for shares arising of ESOP for any particular or all employees at the time of grant of such options.

### **9. Appraisal process for determining the eligibility of employees under iSNL ESOP 2016:**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the iSNL ESOP 2016 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

**10. Maximum number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted to any specific employee of the Company or of its Subsidiary Company or associate company (ies) or holding Company under the Plan, in any financial year and in aggregate under the iSNL ESOP 2016 may exceed 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company subject to maximum of 25,00,000 Equity Shares in aggregate.

In the event, the Special Resolution as proposed under item no.7 is not approved by the members, the number of Options that may be granted to any specific employee under the scheme shall not exceed such options equivalent to 1% of the Issued Share Capital of the Company in one financial year.

**11. Accounting and Disclosure Policies:**

The Company shall follow the requirements as stipulated under Regulation 15 of the SEBI SBEB Regulations, including compliance with 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**12. Method of Option Valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Option granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' Report.

**13. Primary Route:**

The Board shall issue shares upon exercise by way of primary issue and subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

**14. Implementation of scheme :**

The scheme will be implemented and administered directly by the Company. In terms of provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and in compliance of Reg. 6(1) and 6(3) of SEBI(SBEB) Regulations consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No. 4, 5 and 6 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any, under the Scheme.

**Item no.7**

iStreet Bazaar Private Limited, Inovent Jewels Private Limited and Last Mile Services Private Limited are related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2 – (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. iStreet Network Limited, iStreet Bazaar Private Limited, Last Mile Services Private Limited and Inovent Jewels Private Limited have common members.

In terms of Section 188 of the Companies Act, 2013 the contracts/arrangements/transactions by the Company with iStreet Bazaar Private Limited, Last Mile Services Private Limited and Inovent Jewels Private Limited relating to the following:-

- (i) Sale, purchase or supply of any goods or material,
- (ii) Selling or otherwise disposing of, or buying, property of any kind,
- (iii) Leasing of property of any kind
- (iv) Availing or rendering of services
- (v) Appointment of any agent for purchase or sale of goods, material, services or property
- (vi) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and
- (vii) Underwriting the subscription of any securities or derivatives thereof, of the Company

are likely to exceed the value stipulated under the Companies (Meetings of Board and its Powers), Rules 2014 and in terms of Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are material in nature as these transactions are likely to exceed 20% of net worth of the Company as per the audited financial statements of the Company\* as on March 31, 2016.

The particulars of contracts/arrangements/transactions are as under:

(a) Name of Related Party	iStreet Bazaar Private Limited	Inovent Jewels Private Limited	Last Mile Services Private Limited
(b) Name of Director or Key Managerial Personnel who are related	Mr. Pradeep Malu, Managing Director and Mrs. Meenu Malu shareholder are related	Mr. Pradeep Malu, Managing Director and Mr. Lakshya Malu shareholder are related	Mr. Pradeep Malu, Managing Director and Mr. Lakshya Malu shareholder are related
(c) Nature of relationship	Director and/or Shareholder of iStreet Network Limited is also director and/or shareholders in iStreet Bazaar Private, thus within the meaning of 2(76) of the Companies Act, 2013, both are related parties.	Director and/or Shareholder of iStreet Network Limited are also directors and/or shareholders in Inovent Jewels Private, thus within the meaning of 2(76) of the Companies Act, 2013, both are related parties.	Director and/or Shareholder of iStreet Network Limited are also directors and/or shareholders in Last Mile Services Private, thus within the meaning of 2(76) of the Companies Act, 2013, both are related parties.
(d) Nature, material terms and particulars of the contract or arrangements:	Any contract that falls under section 188 (1) (a) to 188 (1) (g) of the Companies Act, 2013.	Any contract that falls under section 188 (1) (a) to 188 (1) (g) of the Companies Act, 2013.	Any contract that falls under section 188 (1) (a) to 188 (1) (g) of the Companies Act, 2013.
(e) Monetary value	Estimated amount around Rs. 300 crores (Rupees Three Hundred Crores only)	Estimated amount around Rs. 300 crores (Rupees Three Hundred Crores only)	Estimated amount around Rs. 300 crores (Rupees Three Hundred Crores only)
(f) Any other information relevant or important for the members to make a decision on proposed transaction:	NIL	NIL	NIL
(g) Extent of shareholding interest of Promoter, Director, KMPs of the Company in ISL	100% of the Shareholding of iStreet Bazaar Private Limited is held by promoter and promoter group of the Company	100% of the Shareholding of Inovent Jewels Private Limited is held by promoter and promoter group of the Company	100% of the Shareholding of Last Mile Services Private Limited is held by promoter and promoter group of the Company

\*Note: Financial Statements of iStreet Bazaar Private Limited and Inovent Jewels Private Limited are audited. Last Mile Services Private Limited was incorporated on July 8, 2016.

In terms of Section 188 of the Companies Act, 2013 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with related parties requires the approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Ordinary Resolution.

The Board of Directors therefore recommends the resolution as set out in item no. 7 of the Notice for approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Pradeep Malu, Managing Director, Mr Lakshya Malu and Ms. Meenu Malu are concerned or interested, financially or otherwise, in the said Resolution.

**ADDITIONAL INFORMATION OF DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:-**

(In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Details of the director seeking Re-appointment in the forthcoming Annual General Meeting

**BRIEF RESUME OF DIRECTOR:**

Ms. Meethu Malu has done her Masters in Computer Science from Cornell University, USA. She is pursuing PhD at the University of Maryland – College Park. She has written and presented several research papers on computer and wearable devices, interaction and usability. She has worked with Techved Consulting, Re-imagination Research lab and Bank of America, NYC, USA.

- (i) Date of Birth – 24/03/1986
- (ii) Date of Appointment – 31/03/2015
- (iii) DIN: 07074018
- (iv) Qualifications – Masters In Computer Science
- (v) Nature of expertise in specific functional areas – Computer Science
- (vi) Details of remuneration sought to be paid- Rs 2,500 sitting fees per Board meeting.
- (vii) Last drawn remuneration – Sitting fees Rs 2,500 drawn for one Board meeting attended by her.
- (viii) Shareholding as on March 31,2016 – 2,00,000
- (ix) Relationship with other Director / KMPs – She is related to Mr. Pradeep Malu, Promoter and Managing Director
- (x) Number of Board Meeting attended during the year – She has attended One Board Meeting during the year.
- (xi) Terms and conditions of appointment or reappointment – Non Executive Non Independent Director liable to retire by rotation.
- (xii) Membership/Chairmanship of Committees of other Boards – Nil
- (xiii) Other Directorships - Nil

**By Order of the Board of Directors**  
For iStreet Network Limited

Date : August 17, 2016  
Place: Mumbai

Dipankar Basu  
Company Secretary

**Registered Office:**  
513, Palm Spring, Link Road  
Malad West,  
Mumbai – 400 064