

NOTICE OF EXTRA-ORDINARY GENERAL MEETING DATED MAY 15, 2014

Notice is hereby given that an Extra Ordinary General Meeting of the Members of RapidValue IT Services Private Limited shall be held on June 10, 2014 at the Registered Office of the Company at 10:00 am to transact the following Special Business:

Special Business:

To pass with or without modifications following resolutions as unanimous resolution by all the members of the Company:

ITEM 1: ADOPTING ENTRENCHMENT PROVISIONS IN THE ARTICLES

"RESOLVED THAT pursuant to Section 5 and other applicable provisions of the Companies Act, 2013, the Articles of Association ("**Articles**") be and is hereby amended to incorporate the following entrenchment provision:

Alteration of Articles and Memorandum. Any amendments to these Articles and Memorandum will require prior written consent of the Investor."

"RESOLVED THAT, pursuant to Section 5 and other applicable provisions of the Companies Act, 2013, the draft Articles including the necessary entrenchment provision ("**Entrenched Articles**"), submitted before the meeting, duly initialled by the Chairman for identification, be and hereby approved and adopted as the Articles of the Company"

"RESOLVED FURTHER THAT Mr Rajesh Padinjaremadam, Director of the Company, be and is hereby authorized to file the copy of the Entrenched Articles of the Company and file such other documents, including necessary forms, as are required to be filed with the Registrar of Companies and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution."

None of the directors is interested in the said resolution except as a shareholder of the Company.

Accordingly, the Board recommends passing of the resolutions as set out in the accompanying notice.

India

3C, 3rd floor, Phase 2, Leela
Infopark, Kakkanad, Kochi,
682030 d: 484-4117760


USA

5700 Stoneridge Mall Road,
Suite 260, Pleasanton, CA
94588 d: 408-744-6828

NOTES:

- 1) The Articles of Association of the Company (read with Table F of Schedule 1 of the Companies Act, 2013) provide for voting by proxy at the extra-ordinary general meeting. A member of the Company entitled to attend, and vote at, the extra-ordinary general meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 (forty eight) hours before the extra-ordinary general meeting. Further, note that in terms of Section 105(1) of the Companies Act, 2013, a proxy shall not have the right to speak at the general meeting and shall not be entitled to vote except on a poll.
- 2) The explanatory statement as required under Section 102(1) of the Companies Act, 2013 in respect of special business is annexed hereto and forms an integral part of the Notice. All documents referred to in the notice and explanatory statement are open for inspection during working hours at the registered office of the Company on all working days, except holidays, up to the commencement of the extra-ordinary general meeting of the Company on June 10, 2014.

By the order of the Board of Directors of RapidValue IT Services Private Limited


(Director)

India

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EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM 1: ADOPTING ENTRENCHMENT PROVISIONS IN THE ARTICLES

Pursuant to the execution of the shareholders' agreement dated April 23, 2014 and Section 5 of the Companies Act 2013, the Company would be required to incorporate the following entrenchment provision in the Articles of the Company:

"Alteration of Articles and Memorandum. Any amendments to these Articles and Memorandum will require prior written consent of the Investor."

The Entrenched Articles shall be adopted as the Articles of the Company. Consequently it was decided to pass the above resolutions.

The copy of the Entrenched Articles shall be available for inspection during working hours at the registered office of the Company on all working days, except holidays, up to the commencement of the extra-ordinary general meeting of the Company on June 10, 2014.

None of the directors, key managerial personnel or their relatives are interested in the said resolution.

Accordingly, the Board recommends passing of the resolution as set out in the accompanying notice.