

NOTICE OF EXTRAORDINARY GENERAL MEETING

To:

1. All shareholders of the Company
2. All auditors of the Company (internal & statutory)
3. All directors of the Company

Notice is hereby given that an Extraordinary General Meeting of **D2C Consulting Services Private Limited** ('Company') will be held on **Wednesday, 20th December 2023** at **03:00 PM (IST)** through **audio-video conferencing** to transact the following business:

SPECIAL BUSINESS

Amendments in employee stock option plan 'ESOP - 2016' and 'ESOP - 2018'.

To consider and if thought fit, to pass with or without modification, the following resolution as 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 Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum of Association and Articles of Association of the Company 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 approval(s), the consent of the shareholders of the Company be and is hereby accorded to the amendments made in the clauses with respect to exercise in "ESOP 2016" and "ESOP 2018", considering the recent business requirements, and authorizing the Board of Directors of the Company to administer and superintend the respective Plans on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plans."

RESOLVED FURTHER THAT Mr. Balachander Sekhar and Mr. Indraneel Chatterjee, Directors of the Company, be and are hereby jointly and severally authorized to prepare, sign and execute the necessary agreements, letters and documents as may be required and to file necessary forms with the Registrar of Companies and to send notices to the employees, if any, to make necessary entries in the relevant register(s) or book(s), and to do all such other acts, deeds, things, matters as may be ancillary or incidental to give effect to this resolution."

For D2C Consulting Services Private Limited

Balachander Sekhar

Director

DIN: 00851484

Date: 23rd November 2023

Place: Gurugram

NOTES:

- I. **Considering the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021, General Circular No 03/2022 dated 5th May 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 9/2023 dated 25th September 2023 (collectively "MCA Circulars"), permitted companies to conduct Extraordinary General Meetings ("EGMs") through video conferencing (VC) or other audio visual means. In compliance with the MCA Circulars, the EGM of the Company is being convened and conducted through VC.**
- II. **Members may attend the meeting by clicking on the following video conferencing link:**

Join Teams Meeting

[Click here to join the meeting](#)
Meeting ID: 415 308 413 086
Passcode: CAwzys
- III. **In case a poll is required to be obtained on any item, the members may email their votes only from their registered email address to company's designated email address vivek.bisaria@renewbuy.com. For any shareholders who require assistance with using the technology before or during the meeting may contact Vivek Bisaria at +91 9891585207.**
- IV. **The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such schedule time.**
- V. **As per the provisions under the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**
- VI. **A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.**
- VII. **EXPLANATORY STATEMENT RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE.**
- VIII. **Members holding shares are requested to kindly notify the Company of any change in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.**
- IX. **Since the EGM is being held through VC, the route map is not annexed to this Notice.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Considering the current business requirement, the management has recommended to amend the clauses relating to exercise in ESOP 2016 and ESOP 2018 (collectively referred to as “Plans” and individually as “Plan”).

In this background, the management of the Company has proposed following amendments to the Plans:

1. The amendments are effective from the date it is approved by the Members in a general meeting of the Company (“Effective Date of Amendment”).

2. After Sub-article 11.14 of ESOP 2016, following is inserted:

11.15 The Board may delegate certain powers for the execution of the Exercise process to the committee formulated by the Board, to the extent permitted/allowed under the Applicable Laws.

After Sub-article 11.15 of ESOP 2018, following is inserted:

11.16 The Board may delegate certain powers for the execution of the Exercise process to the committee formulated by the Board, to the extent permitted/allowed under the Applicable Laws.

3. In the Sub-article 14.3, following first proviso is substituted:

Provided that in case an Eligible Employee resigns or retires after continuous employment or service with the employer company for not less than 5 (Five) years as on date of resignation or retirement, as the case may be, then, subject to the provisions of Article 28.7 and prior approval of the CEO, all the Vested Options can be exercised within a maximum Exercise Period of 5 (Five) years from the date of resignation or superannuation, as the case may be.

4. In the Sub-article 14.3, following Sub-proviso is inserted:

Provided further that the committee formulated by the Board may, on case to case basis, recommend to the Board for applicability of First Proviso to Article 14.3 to an Eligible Employee who resigns or retires before completion of 5 (Five) years of the employment or service with the Company.

5. For the Sub-article 28.7(ii), following is substituted:

Provided that in case an Eligible Employee wishes to join a competitor, such Employee must Exercise their Vested Options by paying the Exercise Price and taxes, as may be applicable, before joining a competitor.

Provided further that in case of violation of the terms aforesaid, the Board shall cancel the Vested Options and it shall be deemed that the cancellation of Vested Options was based on cessation of employment of such Eligible Employee occurred due to Cause.

None of the amendments are prejudicial to the interests of the employees. The beneficiaries of such amendments shall be the existing and proposed option grantees under the respective Plans.

Accordingly, the Board of Directors ("**Board**") has approved and given their consent on 21st November 2023 to the proposed amendments in the respective Plans.

Such amendments require your prior approval by way of special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014. Therefore, the said resolution is put for your approval.

The Board recommends the proposed resolution set out in Item No. 1 for the approval of Members by way of Special Resolution.

The draft existing and amended ESOP 2016 and ESOP 2018 are enclosed as Annexure A & Annexure B respectively and also available for inspection to members during business hours at the registered office and copies of the same is also available at the corporate office of the Company at 2nd Floor, Plot No 94, Sector 32, Gurugram-122001 on any working days. The draft existing and amended ESOP 2016 and ESOP 2018 shall also be available through electronic mode.

None of the Directors or Key Managerial Personnel of the Company (including their relatives) is interested or concerned in the said resolution.

For **D2C CONSULTING SERVICES PRIVATE LIMITED**

Balachander Sekhar

Director

DIN: 00851484

Date: 23rd November 2023

Place: Gurugram