

NOTICE OF EXTRAORDINARY GENERAL MEETING

To:

1. All shareholders of the Company
2. All auditors of the Company
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 **Tuesday, 7th February 2023 at 4:00 PM (IST) through audio-video conferencing** to transact the following business:

SPECIAL BUSINESS**Alter the Articles of Association of the Company - 'Matter Pertaining to Fundamental Issues'**

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder, as amended from time to time, the consent of the members of the Company be and is hereby accorded for the amendment of the existing articles of association of the Company to incorporate relevant provisions of the Amendment Agreement to Shareholders' Agreement dated 28th January 2022, the final draft of which is set out in Annexure A hereto and initialled by the Chairman for the purposes of identification ('Amended AOA'), and the Amended AOA be and is hereby approved in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the directors of the Company, be and are hereby authorized to file all the necessary forms with the Registrar of Companies, and to execute all documents and take all the steps and do all such acts, deeds and take such steps as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to also further comply with the requirements, if any, of the Companies Act, 2013 and the relevant rules framed thereunder."

For D2C Consulting Services Private Limited

Balachander Sekhar

Director

DIN: 00851484

Date: 12th Jan 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 and General Circular No. 11/2022 dated 28th December 2022 (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 zoom link:**

Join Zoom Meeting
<https://renewbuy.zoom.us/j/94353189722?pwd=aUg5cStqT2VJNXdtZWsvNG1aaFB6UT09>
Meeting ID: 943 5318 9722
Passcode: 396755
- 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**

The existing articles of association of the Company are required to be amended to incorporate the relevant provisions of Amendment Agreement to Shareholders' Agreement dated 28th January 2022 by passing a special resolution.

The draft of the Amended AOA is attached herewith as Annexure A and is also available for inspection to members between 11:00 am to 5:00 pm at the registered office of the Company and copies of the same is also available at the corporate office of the Company at 2nd Floor, Plot 94, Sector 32, Gurugram-122001 on any working days.

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

None of the Directors, the Key Managerial Personnel or their relatives are deemed to be personally concerned or interested, financially or otherwise in passing the resolution.

For **D2C CONSULTING SERVICES PRIVATE LIMITED**

Balachander Sekhar

Director

DIN: 00851484

Date: 12th Jan 2023

Place: Gurugram