

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 **Thursday, 8th June 2023 at 3:00 PM (IST)** through audio-video conferencing to transact the following business:

SPECIAL BUSINESS

Increase the Company's authorized share capital and consequent alteration of the Memorandum 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 13, 61 and 64 of the Companies Act, 2013, (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members, be and is hereby accorded to increase the Authorized Share Capital of the Company to INR 31,82,30,000/- (Rupees Thirty One Crore Eighty Two Lakh Thirty Thousand only) divided into 28,80,900 (twenty eight lakh eighty thousand nine hundred) Equity Shares of INR 10/- (Rupees ten only) each, 15,00,000 (fifteen lakhs) Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 10/- (Rupees ten only), 10,50,000 (ten lakh fifty thousand) Series B Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 10/- (Rupees ten only) each, 6,50,000 (six lakh fifty thousand) Series C Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 9,30,000 (nine lakh thirty thousand) Series D Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 47,300 (forty seven thousand three hundred) Series D1 Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 10,000 (ten thousand) Series D2 Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 1000/- (Rupees one thousand only) each, 5,880 (five thousand eight hundred and eighty) Series D3 Compulsorily Convertible Non-cumulative Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees hundred only) each, 6,030 (six thousand thirty only) Series D4 Cumulative Compulsorily Convertible Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees hundred only) each and 9,00,000 (nine lakh only) Series E Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company with the following:

"V. The Authorised Share Capital of the Company is INR 31,82,30,000/- (Rupees Thirty One Crore Eighty Two Lakh Thirty Thousand only) divided into 28,80,900 (twenty eight lakh eighty thousand nine hundred) Equity Shares of

INR 10/- (Rupees ten only) each, 15,00,000 (fifteen lakhs) Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 10/- (Rupees ten only), 10,50,000 (ten lakh fifty thousand) Series B Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 10/- (Rupees ten only) each, 6,50,000 (six lakh fifty thousand) Series C Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 9,30,000 (nine lakh thirty thousand) Series D Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 47,300 (forty seven thousand three hundred) Series D1 Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each, 10,000 (ten thousand) Series D2 Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 1000/- (Rupees one thousand only) each, 5,880 (five thousand eight hundred and eighty) Series D3 Compulsorily Convertible Non-cumulative Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees hundred only) each, 6,030 (six thousand thirty only) Series D4 Cumulative Compulsorily Convertible Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees hundred only) each and 9,00,000 (nine lakh only) Series E Cumulative Compulsorily Convertible Participating Preference Shares carrying a coupon rate of 0.1% (zero point one percent) per annum of INR 100/- (Rupees one hundred only) each."

RESOLVED FURTHER THAT Mr. Balachander Sekhar and Mr. Indraneel Chatterjee, Directors of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

For D2C Consulting Services Private Limited

BALACHANDER SEKHAR
Digitally signed by
BALACHANDER SEKHAR
Date: 2023.06.05
18:03:00 +05'30'

Balachander Sekhar
Director
DIN: 00851484

Date: 5th June 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:



D2C Consulting Services Pvt. Ltd.

Plot No. 94, 2nd Floor

Sector-32, Gurugram, Haryana-122001

Toll Free No. 1800 419 7851 Email: support@renewbuy.com

CIN No. U74900DL2012PTC246820

Join Zoom Meeting

<https://renewbuy.zoom.us/j/93087060645?pwd=RWpJejR5YVZsNGk0WUJzSEJNeUI5QT09>

Meeting ID: 930 8706 0645

Passcode: 302548

- 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.