

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

To:

1. All shareholders of the Company
2. All auditors of the Company (statutory and internal)
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 **Friday, 24<sup>th</sup> June, 2022 at 03:00 PM** through audio-video conferencing to transact the following business:

### **SPECIAL BUSINESS**

- 1. Approval of the amendments in the "D2C Consulting Services Private Limited Employee Stock Option Plan 2016"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and 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 Memorandum 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 approvals, permissions and sanctions, the approval and consent of the Company be and is hereby accorded to the amended "D2C Consulting Services Private Limited Employee Stock Option Plan 2016" ("Plan" /"ESOP 2016") as recommended by the Board of Directors and being authorized with a view to modify the existing exercise period of an eligible employee from 7 (Seven) years from the respective vesting to 5 (Five) years from the date of resignation or superannuation in case of a resignation or superannuation of an eligible employee who resigns or retires after continuous employment with the Company for not less than 5 (Five) years as on date of resignation or retirement, provides non-compete clause in case of separation from the Company and given power to the Board to specify certain condition for exercise of vested options.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Plan from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and rules mentioned thereunder and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

- 2. Approval of the amendments in the "D2C Consulting Services Private Limited Employee Stock Option Plan 2018"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and 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 Memorandum 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 approvals, permissions and sanctions, the approval and consent of the Company be and is hereby accorded to the amended "D2C Consulting Services Private Limited Employee Stock Option Plan 2018" ("Plan" /"ESOP 2018") as recommended by the Board of

Directors and being rationalised with a view to modify the existing exercise period of an eligible employee from 7 (Seven) years from the respective vesting to 5 (Five) years from the date of resignation or superannuation in case of a resignation or superannuation of an eligible employee who resigns or retires after continuous employment with the Company for not less than 5 (Five) years as on date of resignation or retirement, increase the aggregate number of Options from 95,000 (Ninety Five Thousand) to 1,70,000 (One Lakh Seventy Thousand) with effect from 1<sup>st</sup> April 2022, provides non-compete clause in case of separation from the Company and authorise the Board to specify certain condition for exercise of vested options.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised on behalf of the Company to make any / further modifications, changes, variations, alterations or revisions in the Plan from time to time as permitted under and in due compliance with provisions of the Companies Act, 2013 and rules mentioned thereunder and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For **D2C CONSULTING SERVICES PRIVATE LIMITED**

**(Balachander Sekhar)**

**Director**

**DIN: 00851484**

**Date: 31<sup>st</sup> May 2022**

**Place: Gurugram**

**NOTES:**

- I. **Considering the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December 2021 and General Circular No 03/2022 dated 5<sup>th</sup> May 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/94556244331?pwd=RGRDeFhrTlVPamxoa1p3S1cvUnhIZz09>  
  
Meeting ID: 945 5624 4331  
Passcode: 568680
- 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](mailto:vivek.bisaria@renewbuy.com). For any shareholders who require assistance with using the technology before or during the meeting may contact Vivek Bisaria at +91-124-6403844.**

- 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 ORDINARY 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 & 2**

The Company had implemented the “D2C Consulting Services Private Limited Employee Stock Option Plan 2016” (the “ESOP 2016”) and “D2C Consulting Services Private Limited Employee Stock Option Plan 2018” (the “ESOP 2018”) (collectively referred to as “Plans”), with a view to attract and retain key employees of the Company and its Subsidiary Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The ESOP 2016 and ESOP 2018 were originally approved vide shareholder’ resolution dated 5<sup>th</sup> September, 2016 and 22<sup>nd</sup> September, 2018 respectively, in due compliance of the provisions of the then prevailing Companies Act, 2013.

The Plans were being evaluated for amendment with a view to alter the existing exercise period in case of a resignation or superannuation of an eligible employee who resigns or retires after continuous employment with the Company for not less than 5 (Five) years as on date of resignation or retirement, provides non-compete clause in case of separation from the Company and some other cosmetic changes. Further, the Company would need more quantum of Options in view of its ever-increasing human resources particularly with a view to attract, retain, and motivate its critical resources. Thus, it is also thought expedient to increase the total number of Options from 95,000 (Ninety-Five Thousand) to 1,70,000 (One Lakh Seventy Thousand) Options in ESOP 2018 effective from 1<sup>st</sup> April 2022.

These proposed amendments taken together are not detrimental to the interests of existing grantees. The beneficiaries of such amendment shall the existing and future grantees under the Plans. As per provisions of Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 (“SCD Rules”), a company may vary the terms of any employee stock option or Plans provided that such variation is not prejudicial to the interests of the grantees/employees and that the proposal is approved by the members by way of an ordinary resolution.

Given the details of variation, rationale thereof and beneficiaries of such variation, as per SCD Rules, member’s approval is sought for the proposed variations /amendments to the Plans in the lines stated above. Features of the Plans remain the same as originally approved except as stated above. As the resolutions seek amendments in the Plans, consent of the members is being sought 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.

The draft of the amended plans is attached herewith as Annexure A & B and is also available for inspection to members between 12:00 Noon to 3:00 PM at the registered office of the Company and copies of the same is also available at the corporate office of the Company at 2<sup>nd</sup> Floor, Plot 94, Sector 32, Gurugram-122001 on any working days.

The Board recommends the proposed resolution set out in Item No. 1 & 2 for the approval of Members by way of Ordinary Resolution.

None of the Directors 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: 27<sup>th</sup> May 2022**

**Place: Gurugram**