

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 **Saturday, 24th June, 2023** at 03:00 P.M (IST) through audio-video conferencing to transact the following business:

SPECIAL BUSINESS

1. **Issuance of Series E CCPS - 'Matter Pertaining to Fundamental Issues' as per the Existing SHA.**

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

"RESOLVED THAT in accordance with the provisions of sections 42, 55, and 62(1)(c) of the Act read with rules 9 and 13 of the Companies (Share Capital and Debenture) Rules, 2014, rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, for the time being in force and any other applicable law, regulations/guidelines, if any, and in accordance with the relevant provisions of the memorandum and articles of Association of the Company, consent of the members be and is hereby accorded to offer or invite (in one or more tranches) on a private placement basis, Dai-ichi Life Holdings, Inc. (referred to as the '**Investor**') to subscribe to fully paid-up Series E Cumulative Compulsorily Convertible Participating Preference Shares of face value of INR 100/- (Rupees one hundred) each and premium of INR 5,970.80/- (Rupees Five Thousand Nine Hundred Seventy point Eight Zero only) per share aggregating to INR 6,070.80/- (Rupees Six Thousand Seventy point Eight Zero only) per share, carrying a coupon of 0.1% (zero point one percent) per annum ('**Series E CCPS**'), in the following manner:

S. No.	Name of Investor	No. of Series E CCPS	Total Consideration for Series E CCPS (in INR)
1.	Dai-ichi Life Holdings, Inc.	5,10,640	309,99,93,312
	Total		

FURTHER RESOLVED THAT in pursuance of the aforesaid resolution, Series E CCPS so created, offered, issued shall be subject to the provisions of the memorandum and articles of association of the Company and particulars in respect of such shares are given below:

S. No.	Item	Terms of Series E CCPS
1.	Priority with respect to payment of dividend or repayment of capital vis a vis equity shares.	Yes, will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital or repayment in case of winding up in accordance with the Shareholders Agreement to be executed. Also, the Series E CCPS shall rank <i>pari passu</i> with the Series A CCPS, Series B CCPS, Series C CCPS, Series D CCPS and Series D1 CCPS for dividend and other rights in accordance with the

S. No.	Item	Terms of Series E CCPS
		Annexure A , the Share Subscription Agreement ('SSA') and the Shareholders Agreement ('SHA') to be executed.
2.	Participation in surplus fund.	Participation in surplus funds shall be in accordance with Annexure A and the terms of the SHA and SSA to be executed.
3.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid.	Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid, shall be in accordance Annexure A and the terms of the SHA and the SSA to be executed.
4.	Payment of dividend on cumulative basis or non-cumulative basis.	To be paid on a cumulative basis in accordance with Annexure A and the terms of the SHA and the SSA to be executed.
5.	Conversion of preference shares into equity shares.	Yes, compulsorily convertible in accordance with Annexure A and the terms of the SHA and the SSA to be executed.
6.	Voting rights.	Carries voting rights in accordance with Annexure A , terms of the SHA and the SSA to be executed.
7.	Redemption of preference shares.	Not be redeemed but shall be compulsorily convertible into equity shares of the Company, at the option of the relevant Investor holding the Series E CCPS, in one or more tranches in accordance with Annexure A and the terms of the SHA and the SSA to be executed.

FURTHER RESOLVED THAT the Series E CCPS once issued and allotted shall be convertible into Equity Shares of the Company, in one or more tranches and at the discretion of the relevant Investor holding the Series E CCPS as per the provisions of Annexure A, the SHA and the SSA to be executed, without any further approval of the shareholders prior to or at the time of conversion.

FURTHER RESOLVED THAT the Equity Shares to be issued on conversion of the CCPS shall rank *pari passu* in all respects with the existing fully paid-up Equity Shares of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Balachander Sekhar and Indraneel Chatterjee, Directors of the Company be and are hereby authorised to do all acts, deeds, and things necessary, including modification and/or amendment to the terms of the Series E CCPS as agreed in the SHA to be executed, entering the name of the Investor as the holders of the Series E CCPS and the holders of the Equity Shares issued on conversion of the Series E CCPS and to take all such steps and actions and give such directions as may be required."

2. Approve Private Placement Offer - 'Matter Pertaining to Fundamental Issues' as per the Existing SHA

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

"RESOLVED THAT pursuant to Section 62(1)(c), Sections 42 and 55 of the Companies Act, 2013 read with rules made thereunder, the approval of the shareholders be and is hereby accorded to the proposed private placement of fully paid-up Series E Cumulative Compulsorily Convertible

Participating Preference Shares of face value of INR 100/- (Rupees one hundred) each, carrying a coupon of 0.1% (zero point one percent) per annum ('Series E CCPS'), to Dai-ichi Life Holdings, Inc ('Dai-ichi').

FURTHER RESOLVED THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution including without limitation issuance of the PAS 4 to Dai-ichi, and making such amendments/modifications to PAS-4 in accordance with the terms of the share subscription agreement and the shareholders' agreement to be executed between Dai-ichi, promoters and certain other existing shareholders of the Company, the execution of the PAS 5 and submission of necessary forms with the Registrar of Companies including the PAS 3.

3. Approval of the amendments in the "D2C Consulting Services Private Limited Employee Stock Option Plan 2016" and "D2C Consulting Services Private Limited Employee Stock Option Plan 2018" - 'Matter Pertaining to Fundamental Issues' as per the Existing SHA

A. "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 approval of the Members of the Company by way of a resolution, be and is hereby accorded to the amended "D2C Consulting Services Private Limited Employee Stock Option Plan 2016" (the "Plan" or "ESOP 2016") as placed before the members.

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."

B. Approval of "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 approval of the Members of the Company by way of a resolution, be and is hereby accorded to the amended "D2C Consulting Services Private Limited Employee Stock Option Plan 2018" (the "Plan" or "ESOP 2018") as placed before the members.

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."

For D2C CONSULTING SERVICES PRIVATE LIMITED

BALACH Digitally signed
by
ANDER BALACHANDER
SEKHAR
SEKHAR Date: 2023.06.24
12:31:29 +05'30'

(Balachander Sekhar)

CEO & Director

DIN: 00851484

Date: 24th 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:

Join Zoom Meeting
<https://renewbuy.zoom.us/j/92800369303?pwd=TzEwT3oyV3ZkRWRpdEdQL1dsbnRoUT09>

Meeting ID: 928 0036 9303
Passcode: 149566
- 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.

Since the EGM is being held through VC, the route map is not annexed to this Notice.