

## NOTICE OF ANNUAL 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 the 11<sup>th</sup> Annual General Meeting of **D2C CONSULTING SERVICES PRIVATE LIMITED** ('Company') will be held on **Friday, 29<sup>th</sup> September 2023 at 2:30 P.M. (Indian Standard Time) through audio-video conferencing** to transact the following business:

### ORDINARY BUSINESS

#### 1. ADOPTION OF FINANCIAL STATEMENTS FOR FY 2022-23.

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023, together with the Reports of the Board of Directors & the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023, together with the Reports of the Auditors thereon and in this regard pass the following resolutions as **Ordinary Resolutions**:

**"RESOLVED THAT** the audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2023 including the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.

**RESOLVED FURTHER THAT** the audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2023 including the reports of the Auditors thereon be and are hereby considered and adopted."

#### 2. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004), be and is hereby appointed as Statutory Auditor of the Company for a period of 5 years i.e. to hold office from the conclusion of 11<sup>th</sup> Annual General Meeting till the conclusion of 16<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board and the proposed Auditor from time to time.

**RESOLVED FURTHER THAT** Mr. Indraneel Chatterjee and Mr. Balachander Sekhar, Directors of the Company, be and are hereby authorised, severally or jointly, to sign, execute and file the from(s)/ eform(s), documents / papers etc., and to do all such acts, deeds and things as may be considered necessary in this regard."

### SPECIAL BUSINESS

#### 3. APPOINT MR. KARAN AHUJA (DIN: 10200261), THE NOMINEE OF 360 ONE INDIA

**PRIVATE EQUITY FUND, AS A DIRECTOR 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and the Articles of Association of the Company, Mr. Karan Ahuja (DIN: 10200261), who was appointed as an additional director by the Board of Directors of the Company on 18<sup>th</sup> May 2023, be and is hereby appointed as a Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to file all necessary forms with the Registrar of Companies including but not limited to filing DIR-12, and to execute all documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions including entering the name of the director in the register of directors of the Company, and also further to comply with the requirements, if any, under the Companies Act, 2013."

**4. APPOINT MS. QUANYIE TAN (DIN: 10285924), THE NOMINEE OF DAI-ICHI LIFE HOLDINGS, INC., AS A DIRECTOR 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, and the Articles of Association of the Company, Ms. Quanyie Tan (DIN: 10285924), who was appointed as an additional director by the Board of Directors of the Company effective from 5<sup>th</sup> September 2023, be and is hereby appointed as a Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorized to file all necessary forms with the Registrar of Companies including but not limited to filing DIR-12, and to execute all documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions including entering the name of the director in the register of directors of the Company, and also further to comply with the requirements, if any, under the Companies Act, 2013."

For **D2C CONSULTING SERVICES PRIVATE LIMITED**

**(Indraneel Chatterjee)**

**Director**

**DIN: 07062170**

**Date:** 27<sup>th</sup> September 2023

**Place:** Gurugram

**NOTES:**

I. Considering the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No 19/2021 dated 08<sup>th</sup> December 2021 and 21/2021 dated 14<sup>th</sup> December 2021, General Circular No 02/2022 dated 5<sup>th</sup> May 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December 2022 and General Circular No 11/2022 dated 28<sup>th</sup> December 2022 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meetings ("AGM") through video conferencing (VC) or other audio visual means. In compliance with the MCA Circulars, the AGM of the Company is being convened and conducted through VC.

II. Members may attend the meeting by clicking on the following video conferencing link:

### Microsoft Teams meeting

[Click here to join the meeting](#)

Meeting ID: 495 654 421 391

Passcode: ZPSNvC

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 AGM shall open 15 minutes before the scheduled time for commencement of the AGM 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 AGM 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. 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.

VIII. Since the AGM 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. 3**

Pursuant to the terms of 2.3. of Part B of the Articles of Association, Karan Ahuja, holding DIN 10200261, the nominee of 360 One India Private Equity Fund, has been appointed as an additional director on the Board of Directors of the Company on 18<sup>th</sup> May 2023. The details of Karan Ahuja are set out below:

<b>Particulars</b>	<b>Details</b>
Age	38 years
Qualifications	MBA - Columbia Business School B.A. (Hons) in Economics from University of Delhi.
Experience	16 years
Remuneration	N.A.
Date of appointment on the Board of Directors	18 <sup>th</sup> May 2023
Shareholding in the company (if any)	NA
Relationship with other directors, manager and other key managerial personnel (if any)	N.A.
Directorships, Membership/ Chairmanship of Committees of the boards of other companies (if any)	N.A.

Further, in terms of the Articles of Association of the Company, the shareholders are requested to approve the appointment of Karan Ahuja, holding DIN 10200261, as a Director on the Board of the Company. Accordingly, this resolution is proposed to be passed by the members of the Company as an ordinary resolution.

The Board recommends the proposed resolution set out in Item No. 3 for the approval of Members by way of Ordinary 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.

**Item No. 4**

Pursuant to the terms of 2.3. of Part B of the Articles of Association, Quanyie Tan holding DIN 10285924, the nominee of Dai-Ichi Life Holdings, Inc., has been appointed as an additional director on the Board of Directors of the Company effective from 5<sup>th</sup> September 2023. The details of Quanyie Tan are set out below:

<b>Particulars</b>	<b>Details</b>
Age	35 years
Qualifications	Executive M.B.A – INSEAD & Tsinghua University, Fellow of the Institute of Actuaries Australia
Experience	14 years
Remuneration	N.A.
Date of appointment on the Board of Directors	5 <sup>th</sup> September 2023
Shareholding in the company (if any)	NA
Relationship with other directors, manager and other key managerial personnel (if any)	N.A.
Directorships, Membership/ Chairmanship of Committees of the boards of other companies (if any)	Fellow of the Institute of Actuaries of Australia. Membership No:14701

Further, in terms of the Articles of Association of the Company, the shareholders are requested to approve the appointment of Quanyie Tan holding DIN 10285924,, as a Director on the Board of the Company. Accordingly, this resolution is proposed to be passed by the members of the Company as an ordinary resolution.

The Board recommends the proposed resolution set out in Item No. 4 for the approval of Members by way of Ordinary 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**

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**(Indraneel Chatterjee)**

**Director**

**DIN: 07062170**

**Date:** 27<sup>th</sup> September 2023

**Place:** Gurugram