

NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of Netweb Technologies India Limited will be held on Saturday, May 20th, 2023 at 3:00 PM at the registered office of the Company at Plot no H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, 121004, to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**
- 2. TO DECLARE DIVIDEND OF RS. 0.50 PER EQUITY SHARE OF RS. 2 EACH FOR THE FINANCIAL YEAR 2022-23**
- 3. TO APPOINT A DIRECTOR IN PLACE OF SHRI NAVIN LODHA (DIN: 00461924), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

SPECIAL BUSINESS:

- 4. TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE FY 2023-24**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT, in accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration of M/s Sunny Chhabra & Co, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records maintained by the Company for the financial year 2022-23 at 75,000 (Rupees Seventy Five Thousand only) plus out of pocket expenses and applicable taxes be and is hereby ratified.”

- 5. APPROVAL FOR PAYMENT OF COMMISSION TO MR. SANJAY LODHA, MANAGING DIRECTOR, MR. NAVIN LODHA, MR. NIRAJ LODHA AND MR. VIVEK LODHA, WHOLE TIME DIRECTORS OF THE COMPANY FOR THE FY 2022-23**

To consider and if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of section 197 of the Companies Act, 2013 (Act), applicable provisions of the articles of association of the Company and applicable rules made under the act (including any statutory modification or re-enactment thereof, approval of the members of the Company be and is hereby accorded to make payment of commission on profits of the Company as part of remuneration, totaling to Rs. 1,05,65,936/- for the FY 2022-23 to Mr. Sanjay Lodha, Managing Director, Mr. Navin Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, Whole Time Directors of the Company, as approved by the members of the Company in the extra-ordinary general meeting held on January 09, 2023 as per the details mentioned below:

<u>Name of the Directors</u>	<u>Amount of Commission</u>
Mr. Sanjay Lodha	38,42,159
Mr. Navin Lodha	22,41,259
Mr. Niraj Lodha	22,41,259
Mr. Vivek Lodha	22,41,259
Total	1,05,65,936

RESOLVED FURTHER THAT the total remuneration paid during the year including the amount of commission shall not exceed the limit as allowed under section 197 of the Companies Act, 2013.

RESOLVED FUTHER THAT Mr. Lohit Chhabra, Company Secretary be and is hereby authorized to do all such acts, deeds and things to give effect to the forgoing resolution.”

**By the order of the Board
For Netweb Technologies India Limited**

Sd/-
Lohit Chhabra
Company Secretary
M.No A36610

Date : May 19, 2023
Place : Faridabad

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Members/ proxies are requested to bring the attendance slip sent herewith duly filled-in for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Consent from Shareholders for providing shorter Notice of this Meeting has been solicited as the Company is not able to give an advance notice.
7. Members are requested to notify immediately any change in their address to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
8. A Corporate Member intending to send its authorized 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.
9. The Memorandum and Articles of Association of the Company are open for inspection for members on all working days excluding Bank holidays, Saturdays and Sundays from 11 am to 1 pm at the registered office of the Company up to the date of the meeting of the Company.
10. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Bank holidays, Saturdays and Sundays from 11 am to 1 pm upto the date of the meeting and will also be available for inspection at the meeting.
11. A route map to the venue of the meeting is attached herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business set out in the accompanying notice of the Annual General Meeting of the members of Netweb Technologies India Limited to be held at shorter notice at the registered office of the Company at Plot No H-1, Pocket 9, Faridabad Industrial Town(Fit), Sector-57, Ballabhgarh, Faridabad-121004, Haryana on Saturday, the 20th day of May 2023, at 3:00 PM.

Item No 4

The Board of Directors of the Company ('the Board') at the meeting held on 19th May, 2023, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sunny Chhabra & Co, Cost Accountants, to conduct audit of cost records maintained by the Company for the financial Year 2023-24. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions. The Board recommends the resolution for your approval.

Item No 5

The Board of Directors of the Company ('the Board') at their meeting held on December 24th, 2022 and the members of the Company in their extra-ordinary general meeting held on January 09, 2023 revised the remuneration of Mr. Sanjay Lodha, Managing Director, Mr. Navin Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, Whole Time Directors of the Company which include the payment of commission i.e 0.60% of the net profit for the financial year 2022-23 to Mr. Sanjay Lodha, 0.35% of the net profits for the financial year 2022-23 respectively to Mr. Niraj Lodha, Mr. Navin Lodha and Mr. Vivek Lodha but which shall be payable only after the approval of the members of the Company after the closure of the financial year.

Nomination and Remuneration Committee of the Company in the meeting held on 19th May, 2023 consider and appreciate the growth of the Company in terms of achieving new heights which could not be possible without the dedication and hard work of Mr. Sanjay Lodha, Mr. Niraj Lodha, Mr. Navin Lodha and Mr. Vivek Lodha. So, keeping in view, the Committee has recommended the same and Board of Directors in their meeting held on 19th May, 2023 approved and recommended the resolution for the approval of the members to pass it as a special resolution.

Following Directors or their relatives are interested in the Resolution. None of the Key managerial personnel are interested in the resolution.

<u>NAME OF THE DIRECTORS/RELATIVES</u>	<u>% OF SHAREHOLDING</u>
Sanjay Lodha	38.71
Navin Lodha	19.36
Vivek Lodha	19.36
Niraj Lodha	19.36
Priti Lodha	0.001

Anuja Lodha	0.001
Sweta Lodha	0.001
Nisha Lodha	0.001

Any other matter with the permission of the chair.

For Netweb Technologies India Limited

Sd/-
Lohit Chhabra
Company Secretary
M.NO A36610

ATTENDANCE SLIP

Meeting No: _____

Date: 20th May 2023

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company being held at Shorter Notice on 20th day of May 2023 at Plot No H-1, Pocket 9, Faridabad Industrial Town(Fit), Sector-57, Ballabhgarh, Faridabad-121004, Haryana at 5:00 PM.

Member's/ Proxy's/ Authorized Representative's name in Block Letters

Member's/ Proxy's/ Authorized Representative's Signature

Note: 1. Please fill this attendance slip and hand it over at the entrance of the hall.

**FORM NO. MGT-11
 PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act 2013 and rule 19 (3) of the Companies (Management and Administration Rules 2014)

CIN	U72100HR1999PLC103911
Name of the Company	Netweb Technologies India Limited
Registered Office	Plot No H-1, Pocket 9, Faridabad Industrial Town(Fit), Sector-57, Ballabhgarh, Faridabad-121004, Haryana

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of (.....) shares of the above named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at Shorter Notice on Saturday the 20th May 2023 at 3:00 PM at Plot No H-1, Pocket 9, Faridabad Industrial Town(Fit), Sector-57, Ballabhgarh, Faridabad-121004, Haryana and at any adjournment thereof

Signed this..... day of..... 2023
 Signature of shareholder:
 Signature of Proxy holder(s):



CIN : U72100HR1999PLC103911
PAN NO : AABCN4805A
GST NO : 06AABCN4805A1Z3
AGM : 2022-23

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

