

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“**SS-2**”), relaxations and clarifications issued by Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and other relevant circulars issued by MCA including General Circular No. 09/2023 dated September 25, 2023 (*hereinafter collectively referred to as the “MCA Circulars”*) and other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time*) for seeking approval of the Members of Netweb Technologies India Limited (*formerly known as Netweb Technologies India Private Limited*) (“**Company**”) for the resolution set out hereunder through Postal Ballot by remote electronic voting process (“**remote e-voting**”).

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (“**Board**”), on September 11, 2024, has appointed Mr. Nikhil Jain (M.No.: A48533, COP No.: 17727) from Nikhil Jain and Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer’s decision on the validity of postal ballot shall be final.

In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company (“**Link Intime**” or “**RTA**”) for providing e-voting facility to its members. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their email addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: <https://instavote.linkintime.co.in/> and commences from Wednesday, 18th September, 2024 at 09.00 am (IST) and concludes on Thursday, 17th October, 2024 at 05.00 pm, e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Members desiring to exercise their votes are requested to carefully read the “Information and Instructions relating to e- Voting” provided in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days or three days from the conclusion of e-voting process, whichever is earlier and will be communicated to the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (*hereinafter collectively referred to as “Stock Exchanges*”) and Link Intime. The voting results along with Scrutinizer’s report shall also be uploaded on the website of the Company and displayed for at least three days on the notice board of the Company at its Registered Office.

Netweb Technologies India Limited

[Formerly Known as Netweb Technologies India Private Limited]

Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004

Tel. No. : +91-129-2310400

Website : www.netwebindia.com ; E-mail : complianceofficer@netwebindia.com

RESOLUTION SET OUT THROUGH POSTAL BALLOT**SPECIAL BUSINESS: RATIFICATION OF THE NETWEB EMPLOYEE STOCK OPTION PLAN 2023**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 along with applicable rules made thereunder, read with regulation 12 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, modified or re-enacted from time to time, the enabling provisions of the 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 and any other applicable laws, rules and regulations, and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors ("**Board**") of Netweb Technologies India Limited ("**Company**"), the Netweb Employee Stock Option Plan 2023 ("**Scheme**"), as originally approved by the Members of the Company on January 09, 2023 and as amended on February 20, 2023 by the Members, prior to the initial public offer of the equity shares of the Company, be and is hereby ratified in terms of Regulation 12 of SBEB Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include committees thereof) be and is hereby authorized to exercise the powers conferred by the Scheme, including the powers conferred by this resolution and to create, offer, issue, reissue, grant, transfer and allot, equity shares on exercise of options, at any time to or for the benefits of the employee(s) /Directors of the Company (*as may be permitted under applicable laws*), in terms of the Netweb Technologies India Limited-Employee Stock Option Plan 2023, issue fresh options, re-issue options that may have lapsed/cancelled/surrendered, already approved under the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of options, from time to time, in accordance with the Netweb Employee Stock Option Plan 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for a listing of the equity shares to be allotted under the Netweb Employee Stock Option Plan 2023 on the Stock Exchanges as per the provisions of the Listing Regulations, SBEB Regulations and other applicable laws, regulations.

RESOLVED FURTHER THAT the equity shares to be allotted by the Company under Netweb Employee Stock Option Plan 2023, shall rank *pari-passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in Netweb Employee Stock Option Plan 2023) shall be appropriately made, in a fair and reasonable manner in accordance with Netweb Employee Stock Option Plan 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and the Nomination and Remuneration Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring into effect the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for the listing of the equity shares allotted pursuant to the Scheme on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required 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."

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

Lohit Chhabra
Company Secretary & Compliance Officer
M.No A36610

Date: 16.09.2024
Place: Faridabad

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standard-2, setting out all material facts and reasons in respect of the item of Special Business set out under the Postal Ballot Notice is annexed to the accompanying notice.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “**MCA Circulars**”) issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”), the Company is permitted to conduct the postal ballot process through electronic form.
3. In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules and Regulation 44 of SEBI Listing Regulations and as per the guidelines issued by the MCA *vide* MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on September 06, 2024 (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred to as “**RTA**”).
4. This Postal Ballot Notice shall also be available on the website of the Company www.netwebindia.in, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of RTA of the Company. The availability of this Notice on the Company’s website at www.netwebindia.in and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
5. Members holding equity shares of the Company as on the Cut-off Date can cast their vote using remote e-Voting facility only.
6. Voting rights of a Members shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
7. The Resolution, if approved, by the Shareholders by means of Postal Ballot/ e-Voting shall deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting *i.e.*, Thursday, October 17, 2024, shall be the date on which the Resolution shall be deemed to have been passed, if the requisite majority of Members is received.
8. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangements with RTA for the registration of email addresses in terms of the MCA Circulars.

Process for registration of email addresses is as under:

Pursuant to General Circulars for remote e-voting for this Postal Ballot, Shareholders who have not registered their email addresses and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company’s RTA .

Instructions for Remote e-Voting before AGM

In compliance with the provisions of Section 108 of the Act and rule 20 of the Companies (Management and Administration) rules, 2014 and the provisions of regulation 44 of the Listing Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Link Intime India Pvt. Ltd., on the resolution set forth in this Notice.

As per the SEBI circular dated 9th December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Providers portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- **Individual Shareholders holding securities in demat mode with NSDL:**

METHOD 1 - If registered with NSDL IDEAS facility

Users who have registered for NSDL IDEAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDEAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDEAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

- **Individual Shareholders holding securities in demat mode with CDSL:**

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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OR

Users not registered for Easi/Easiest

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other e-voting Instructions

- i. The remote e-voting period commences on **Wednesday September 18, 2024 at 9.00 a.m. and ends on Thursday October 17, 2024 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, September 06, 2024 (the cut-off date)** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, September 06, 2024.**
- iii. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and voting during the AGM.

- iv. Mr. Nikhil Jain, Proprietor, M/s Nikhil Jain & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- v. The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days or three days from the conclusion of e-voting process, whichever is earlier and will be communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (hereinafter collectively referred to as "Stock Exchanges") and Link Intime .
- vi. The contact details for Registrar and Transfer Agent: Link Intime India Pvt. Ltd.,
Tel. No. : 022 4918 6270, E-mail : rnt.helpdesk@linkintime.co.in.

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

The Board of Directors and the Members of the Company in their respective meeting held on December 24, 2022 and January 09, 2023 approved and adopted Netweb Employee Stock Option Plan 2023 (hereinafter referred to as the “**Scheme**”) with an objective to reward eligible employees by way of granting options exercisable into equity shares of the Company, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time.

The Scheme is instrumental in making such eligible employees as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The ESOP Scheme has been earlier amended pursuant to resolutions passed by the Board of Directors in its meeting held on February 20, 2023, and Members at their meeting held on February 23, 2023. The ESOP Scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Based on the recommendation of the Nomination and Remuneration Committee dated September 10, 2024 and the approval of the Board on September 11, 2024, approval of the shareholders, of the shareholders is sought to ratify the Scheme.

The equity shares of the Company have been listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (hereinafter collectively referred to as “**Stock Exchanges**”) on 27th July 2023 pursuant to the Initial Public Offer of equity shares of the Company.

Pursuant to Regulation 12(1) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

No company shall make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to its IPO and prior to the listing of its equity shares ('pre-IPO scheme') unless:

(i) Such pre-IPO scheme is in conformity with these regulations; and

(ii) Such pre-IPO scheme is ratified by its shareholders subsequent to the IPO:

Provided that the ratification under clause (ii) may be done any time prior to grant of new options or shares or SAR under such pre-IPO scheme.

Accordingly, the Pre-IPO Scheme (any scheme formulated prior to the initial public offer of the company and prior to listing of its equity shares on recognised stock exchange) are to be ratified by the Members of the Company before making any fresh grants of ESOPs under this Scheme.

The Company has not granted any fresh options to employees after the date of public issue of the Company. To enable it to grant fresh options under the Scheme, the Scheme is required to be ratified and approved by the members of the Company under regulation 12 of SBES.

Subject to the ratification of the Scheme, the Company shall obtain the in-principle approval from the stock exchanges as required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the listing of the shares allotted pursuant to the exercise of options granted under this Scheme.

Rationale for the ratification of the Netweb Employee Stock Option Plan 2023:

(a) To comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

(b) To be eligible to grant further options under the Scheme inter-alia involving allotment / transfer of shares upon exercise of the option and payment of the exercise price.

Details of the employees who are beneficiaries of such amendment:

All eligible employees to whom the options to be granted under the Netweb Employee Stock Option Plan 2023.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and disclosures as required under Part C of Schedule I of SBEBS Regulations (as amended from time to time) and the circulars / guidelines issued by the Securities and Exchange Board of India ("SEBI"), are given below:

S no.	Particulars	Netweb Technologies India Limited- Employee Stock Option Plan 2023 ("Scheme") (as amended from time to time)
1.	Brief description of the Scheme	<p>The Scheme seeks to reward eligible employees by way of granting options, which when exercised results in an equivalent number of equity shares of the Company, to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time.</p> <p>The objective of the plan is to:</p> <ul style="list-style-type: none"> • Attract and retain employees; • Reward Employees for their past and future performance • Motivate Employees to contribute to the growth and profitability of the Company; • Link personal wealth creation to organizational wealth creation; • Promote Employee ownership culture <p>The Nomination and Remuneration Committee shall supervise and undertake the general administration of the Scheme.</p> <p>All questions of interpretation of the Scheme shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons.</p>
2.	Total number of options to be granted under the scheme	<p>The total number of options approved in the scheme is 25,46,199 (Twenty-Five Lakhs Forty-Six Thousand One Hundred and Ninety Nine) options with each option being convertible into 1 (one) equity share of face value of Rs. 2/- each.</p> <p>The Company had, prior to its IPO, already granted 9,05,472 options, out of which 6,03,648 options are yet to be exercised by the eligible employees.</p>
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);	Eligible employees of the Company as identified by the Nomination and Remuneration Committee of the Company shall be eligible for the Netweb Employee Stock Option Plan 2023
4.	Requirements of vesting and period of vesting	<p>8.1 Subject to continued employment with the Company, the Vesting schedule and specific Vesting Conditions subject to which Vesting would take place shall be decided by the Committee and would be specified in the Grant Letter issued to the Option Grantee at the time of Grant. However, no option so granted shall vest before one year has passed from the date of Grant.</p> <p>8.2 The Grantee shall not have the right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Options granted to him/her, till the Shares are issued upon the exercise of the Options.</p> <p>8.3 Subsequent to the date of Vesting, the Grantee shall Exercise the Vested Options on or before the completion of Exercise Period.</p>

		<i>8.4 Period of long leave shall not be included in determining the vesting period in the event the Employee is on a sabbatical. However, the Committee at its discretion, may include the period of long leave in determining the vesting period. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the vesting period unless otherwise determined by the Committee.</i>
5.	Maximum period within which the options shall be vested.	The vesting schedule and specific vesting Conditions subject to which Vesting would take place is decided by the NRC and specified in the grant letter issued to the option grantee at the time of Grant. However, the minimum vesting period in any case remains one year.
6.	Exercise price or the pricing formula	The Exercise Price of the Options at the time of Exercise shall be determined by the Committee, which shall be communicated to the Grantee in the Grant Letter.
7.	Exercise period/offer period and the process of exercise/acceptance of offer;	The process of exercise/acceptance of the offer is detailed in the Scheme.
8.	The appraisal process for determining the eligibility of employees for the Scheme	The Nomination and Remuneration Committee shall determine the eligibility criteria of employees for the grant of Options under this scheme.
9.	Maximum number of options, to be offered and issued per employee and in aggregate, if any;	The Company had obtained the approval of shareholders vide resolution passed in extra-ordinary General Meeting dated January 09, 2023 to be eligible to grant options in excess of 1% of total issued capital as and when it deems fit.
10.	Maximum quantum of benefits to be provided per employee under a scheme(s)	The Company has obtained the approval of shareholders to grant options in excess of 1% of total issued capital as and when it deems fit.
11.	Whether the ESOP scheme is to be implemented and administered directly by the company or through a trust	Directly by the Company
12.	Whether ESOP Scheme involves new issue of shares by the company or secondary acquisition by the trust or both	New issue of shares by the Company
13.	The amount of loan to be provided for implementation of ESOP Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Scheme.	Not applicable
15.	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Company shall conform to the accounting policies specified in Regulation 15 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
16.	The method which the company shall use to value its options	Black Scholes method

17.	Period of Lock in	There is no lock in period as per the Scheme.
18.	Terms & conditions for buyback, if any, of specified securities covered under the SBEBS Regulations	Not applicable
19.	The condition under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	The process of exercise/acceptance of the offer is detailed in the Scheme.
21.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employees	<p>In case of resignation, all Vested Options, as on the date of submission of resignation notice shall be exercisable before expiry of the Exercise Period and in accordance with other terms and conditions of the Plan.</p> <p>In case the employment of the Grantee with the Company is terminated for any other reason, other than as set out in Scheme, the Board shall decide the terms of Exercise of the Vested Options as on the Termination Date. All unvested Options, as on the Termination Date, shall stand forfeited and get automatically cancelled with effect from the Termination Date.</p>

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at the Notice.

The Directors and other Key Managerial Personnel of the Company are deemed to be concerned or interested, to the extent of Options to be granted pursuant to the Scheme and to the extent of their shareholding in the Company, if any.

The Board recommends the resolutions set out in the Notice for your approval as a Special Resolution.

By the order of the Board

For Netweb Technologies India Limited

Lohit Chhabra

Company Secretary & Compliance Officer

M.No A36610

Date: 16.09.2024

Place: Faridabad