

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty-Fifth Annual General Meeting ("AGM") of the members of NETWEB TECHNOLOGIES INDIA LIMITED will be held on Saturday, August 17, 2024 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board and the Auditors thereon;
- To declare a final dividend of ₹ 2.00/- (i.e. 100% of the face value of equity shares of the Company) per equity share for the financial year ended on March 31, 2024.
- To appoint a director in place of Mr. Vivek Lodha (DIN: 00461917), who retires by rotation, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

- Ratification of the Cost Auditors remuneration for the financial year 2024-25

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

**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable for the year ending March 31, 2025 to M/s Sunny Chhabra & Co, Cost Accountants, (Membership No. 32469), as appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company, amounting to ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to perform and execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters annexed therewith or incidental thereto."

- Payment of commission to the Managing Director and Whole Time Directors of the Company for FY 23-24

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

**"RESOLVED THAT** pursuant to the provisions of section 197, 198 of the Companies Act, 2013 ("Act") rules made thereunder, regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, approval by the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to make payment of commission on the profits of the Company as a part of the remuneration, totaling to ₹ 1,71,05,017 for the FY 2023-24 to Mr. Sanjay Lodha, Managing Director, Mr. Navin Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, Whole Time Directors of the Company, as per the details mentioned below:

Name of the Director	% Commission on profits	Commission Amount (in ₹)
Mr. Navin Lodha	0.35%	36,28,337
Mr. Niraj Lodha	0.35%	36,28,337
Mr. Vivek Lodha	0.35%	36,28,337
Mr. Sanjay Lodha	0.60%	62,20,006
<b>Total</b>	<b>1.65%</b>	<b>1,71,05,017</b>

**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 and regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**RESOLVED FURTHER 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 Order of the Board

Date : July 20, 2024  
Place : Faridabad, Haryana

**Lohit Chhabra**  
Company Secretary &  
Compliance Officer  
M.NO A36610

**NOTES:**

- a. Pursuant to General Circular Nos.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 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 ("MCA") and in compliance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations'), 2015, the 25<sup>th</sup> Annual General Meeting ("AGM") of the Company is being held through VC / OAVM which does not require the physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Plot No. H-1, Block-H, Pocket No. 9, Faridabad Industrial Town, Sector-57, Faridabad, Haryana 121004 i.e. Registered Office of the Company which shall be the deemed Venue of the AGM
- b. For the purpose of conducting AGM through VC/OVAM, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. Link Intime India Private Limited will be providing facilities for voting through remote e-voting and e-voting during the AGM. The Company is providing a two-way teleconferencing facility for the ease of participation of the members.
- c. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are body corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 25<sup>th</sup> AGM of the Company.
- d. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item No. 4 & 5 set out above and relevant details in respect of the Directors seeking re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') are annexed hereto.
- e. Members attending the AGM through VC / OAVM (including Members present through authorized representatives) shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- f. Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution, not later than 48 hours before the AGM, authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting during AGM to the Scrutinizer by email through its registered email at [fcspcjain@gmail.com](mailto:fcspcjain@gmail.com) and Company's Registrar & Transfer Agent ("RTA"), Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and Lohit Chhabra, Company Secretary at [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com) .
- g. Pursuant to the Order passed by National Company Law Tribunal ('NCLT') dated December 18, 2023, TSR Consultants Private Limited has merged with Link Intime India Private Limited with effect from December 22, 2023. Accordingly, the name of RTA of the Company is changed from TSR Consultants Private Limited to Link Intime India Private Limited ('Link Intime'/RTA).
- h. The Register of Members and the Share Transfer Books of the Company will remain closed from August 10, 2024 to August 17, 2024 (both days inclusive).
- i. Dividend as recommended by the Board of Directors, if declared at the AGM, will be paid on or after August 25, 2024, within 30 days from the date of 25<sup>th</sup> AGM, to those members whose names appear in the Register of Members at the close of the business hours on August 09, 2024 in respect of shares held by them in physical form and whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on August 09, 2024 in respect of shares held by them in dematerialized form.
- j. Till the date of the Notice, the Company does not have any unclaimed/unpaid dividend which is required to be kept in "unpaid dividend account"/ Further, no shares are required to be transferred to the Investor Education and Protection (IEPF) Fund under section 124(5) of the Act. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. Any query related to dividend should be directed to RTA.
- k. In compliance with the MCA Circulars and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 27, 2023, the Notice of the 25<sup>th</sup> AGM of the Company along with the Annual Report for the financial year 2023-2024 is being sent only through electronic mode (unless specifically requested for hard copies by the members) to those Members whose email addresses are registered with their respective Depository Participants ("Dps"), Company or Company's RTA.

Members may note that the Notice of the AGM and the Annual Report for the year 2023-24 will also be available on the Company's website at [www.netwebindia.com](http://www.netwebindia.com), and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Company has also published a public notice by way of newspaper advertisement in Jansatta and Financial Express with the required details of 25<sup>th</sup> AGM, for information of the Members. The said Notice is also available on the website of Link Intime India Private Limited (Agency for providing the e-voting facility). A copy of the advertisement is also made available on the website of the Company and the Agency.

- l. For those Members whose email IDs were not available, a Public Notice with regard to the Company's Annual General Meeting was published on July 21, 2024 in Jansatta-Hindi edition, being the principal vernacular language of the district in which the registered office of the Company is situated, and Financial Express in English language, inter-alia providing requisite information and contact details for registering email IDs and queries on e-voting.
- m. Members who hold shares in physical form and having more than one folio in identical names or joint names are requested to consolidate the same by sending the shares certificates to the Company's RTA.
- n. The Company has made necessary arrangements for the members to hold their shares in dematerialised form.
- o. All documents referred in the accompanying Notice and statement setting out material facts will be available electronically for inspection for members on all working days between 10:00 a.m to 11.00 a.m upto Saturday August 17, 2024 being the date of the AGM. Members seeking to inspect such documents can send an email at: [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com).
- p. During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the register of contracts or arrangements in which Directors are interested under section 189 of the Act, the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereof and the Memorandum and Articles of Association of the Company shall be available for inspection during the AGM. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM.
- q. Since the AGM will be held through VC / OAVM, the attendance slip and route map are not annexed to this Notice.
- r. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal
- This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
- s. The Board has appointed Mr. P.C Jain, Membership No 4103, Certificate of Practice No 3349 as the scrutinizer to scrutinize the remote e-voting process and also the e-voting during the AGM in a fair and transparent manner. The scrutinizer shall, after the conclusion of e-voting at the 25<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.
- t. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://netwebindia.com/investors/corporategovernance.php> and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration. The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed. The results of the voting will also be displayed on the notice board of the Company at its registered office.
- u. A recorded transcript of the meeting shall be uploaded on the website of the Company <https://netwebindia.com>.

[com/investors/corporategovernance.php](https://www.netwebtechnologies.com/investors/corporategovernance.php) and the same shall also be maintained in the safe custody of the Company.

- v. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.
- w. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed Form can be obtained from the Company's RTA i.e. LIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form.

#### 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 all resolutions set forth in this Notice.

As per the SEBI circular dated December 9, 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.nsdl.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.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.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.nsdl.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](http://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.

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)

**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](mailto: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.
- e. Click on Submit button and investor will be mapped now.
- f. 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**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) 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.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 **Tuesday**,

**August 13, 2024 at 9.00 a.m. and ends on Friday, August 16, 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, August 09, 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, August 10<sup>th</sup>, 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. P.C Jain, Founder, M/s P.C Jain & Co, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.netwebindia.com](http://www.netwebindia.com) within two days of the 25<sup>th</sup> AGM of the Company to be held on Saturday August 17, 2024.
- 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](mailto:rnt.helpdesk@linkintime.co.in)

**Process and manner for attending the General Meeting through InstaMeet:**

- 1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No:**  
Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:**

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

**C. Mobile No.:**

Enter your mobile number.

**D. Email ID:**

Enter your email id, as recorded with your DP/ Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

- 1. Members who would like to speak during the meeting must register their request with the company.
- 2. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the AGM for a duration upto 3 minutes each.
- 3. Members will receive "speaking serial number" once they mark attendance for the meeting.
- 4. Other Members may ask questions to the Panelist, via active chat-board during the meeting.
- 5. Please remember speaking serial number and start your conversation with Panelist by switching on video mode and audio of your device.

**Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.



3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### a. Instructions for Income Tax compliances with respect to dividend:

- i. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Accordingly, effective from April 1, 2020, dividend income will be taxable in

the hands of shareholders. Hence the Company is required to deduct tax at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. The detailed TDS rates and required documents for claiming non-deduction/ lower deduction of TDS are uploaded in the website of the company at: [www.netwebindia.com](http://www.netwebindia.com).

- ii. To avail the benefit of non-deduction/lower deduction of TDS kindly submit the required documents by email to [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com) on or before August 17, 2024:

or

The forms/documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the url: <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select / share the required information therein to register their request.

- iii. The forms for tax exemption can be downloaded from Link Intime's website. The url for the same is: <https://www.linkintime.co.in/client-downloads.html>

– On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"

- iv. The upload of forms/documents (duly completed and signed) on the above mentioned URL of Link Intime India Private Ltd should be done on or before August 17, 2024 to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
- v. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after August 17, 2024.
- vi. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any shareholder by electronic mode due to non-availability of the details of their bank account, the Company will dispatch the Dividend Warrants/ Demand Drafts to such shareholders by post.
- vii. All communications/ queries in this respect should be addressed to our RTA, Link Intime India Private Limited to: [complianceofficer@netwebindia.com](mailto:complianceofficer@netwebindia.com).

## ANNEXURE TO THE NOTICE

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

#### Agenda Item No 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s Sunny Chhabra & Co, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board on the recommendation of the Audit Committee, has to be ratified by the members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Business No. 4 of the Notice for ratification of the remuneration amounting to ₹ 80,000 plus applicable GST and out-of pocket expenses incurred by them in connection with the aforesaid audit.

The Board of Directors recommend the resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Agenda Item No 5:

Upon the recommendation of Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, ('Board') at their respective meetings held on May 01, 2024, approved and recommended to Members for payment of Commission as part of the remuneration of Mr. Sanjay Lodha, Managing Director, Mr. Navin Lodha, Mr. Niraj Lodha and Mr. Vivek Lodha, Whole Time Directors of the Company for financial year 2023-24, which shall be payable only after the approval of the members of the Company.

Nomination and Remuneration Committee of the Company in the meeting held on May 01, 2024 has considered and appreciated the growth of the Company in terms of achieving new heights which could not have been possible without the dedication and hard work of Mr. Sanjay Lodha, Mr. Niraj Lodha, Mr. Navin Lodha and Mr. Vivek Lodha ("Executive Directors"). Therefore, keeping in view the contributions of the Executive Director, the Committee has recommended the payment of commission to the Executive Directors as a part of their remuneration for the financial year 2023-24. Pursuant

to the transaction being a related party transaction in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee in its meeting dated has also approved the payment of commission May 01, 2024 to the said directors

The details of commission sought to be paid to the Executive Directors are as below:

Name of the Director	% of profit to be paid as commission	Amount to be paid as commission (In INR)
Mr. Navin Lodha	0.35%	36,28,337
Mr. Niraj Lodha	0.35%	36,28,337
Mr. Vivek Lodha	0.35%	36,28,337
Mr. Sanjay Lodha	0.60%	62,20,006
<b>Total</b>	<b>1.65</b>	<b>1,71,05,017</b>

As per Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the aggregate annual remuneration payable to such executive directors exceeds 5 per cent of the net profits of the listed entity.

For FY 23-24, after taking into account the aforesaid commission proposed to be paid to the Executive Directors, the aggregate annual remuneration payable to all the executive directors of the Company shall exceed 5 percent of its net profits for FY 23-24. Accordingly, the approval of the shareholders by way of special resolution is sought.

Following Directors or their relatives are interested in the resolution, to the extent of their shareholding in the Company. None of the Key managerial personnel are interested, financial or otherwise.

NAME OF THE DIRECTORS/ RELATIVES	% OF SHAREHOLDING
Sanjay Lodha	29.90
Navin Lodha	14.95
Vivek Lodha	14.95
Niraj Lodha	14.95
Priti Lodha	0.001
Anuja Lodha	0.001
Sweta Lodha	0.001
Nisha Lodha	0.001

## Notes on Director seeking appointment/re-appointment

As required under regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standards on General Meetings, particulars of Director/s who is/are to be appointed/re-appointed are given below:

Name of the Director	Vivek Lodha
<b>Brief resume of the director</b>	
Director Identification Number	00461917
Date of Birth	May 21, 1976
Date of first appointment on the Board of Directors	April 13, 2015
Qualifications	Graduate in commerce
Experience including nature of expertise in specific functional areas	15 + Years of experience in Sales & Marketing
List of other Directorships including directorships in other listed entities	1 [Supermicro Computers (India) Private Limited]
Chairmanship/ Membership of Audit and Stakeholders' Relationship Committees in other companies	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Vivek Lodha is brother of Mr. Sanjay Lodha, Managing Director
No. of shares held in the Company	84,27,086
No. of Board meetings attended during last Financial Year	6 (Six)
Details of Remuneration paid/ sought to be paid	Salary and commission as per existing approved terms of appointment
Remuneration last drawn by the director	Salary and commission as mentioned in the Report on Corporate Governance forming part of the Annual Report
Terms and conditions of appointment	Mr. Vivek Lodha was re-appointed as Whole-time Director of the Company for a period of 5 years w.e.f 15.08.2021, liable to retire by rotation. This appointment is being made in terms of section 152(6) of the Companies Act, 2013.
Nature of expertise in specific functional area	Sales & Marketing