

Date: 29th September, 2023

Dear Members/Directors/Auditors,

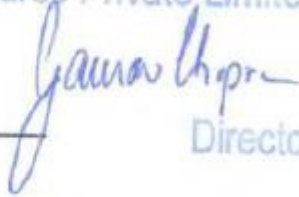
You are cordially invited to attend the 11th Annual General Meeting (the '**AGM**') of the members of GC Web Ventures Private Limited (the '**Company**') to be held on Saturday, the 30th day of September, 2023 at 05:00 P.M. at the registered office of the Company situated at Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg, New Delhi-110030

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

By the Order of Board

For GC Web Ventures Private Limited
For GC Web Ventures Private Limited



Director

Gaurav Chopra

Director [DIN: 06456285]

Address: E-59, Panchsheel Park,
New Delhi -110017, INDIA

Enclosures:

1. Notice of the AGM
2. Form of Proxy (MGT-11)
3. Attendance Slip

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of GC Web Ventures Private Limited will be held on Saturday, the 30th day of September, 2023 at 05:00 P.M. at the registered office of the Company situated at Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg, New Delhi-110030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon;

SPECIAL BUSINESS:

2. Approval for amendments to ESOP Plan 2021 and to approve adoption of amended ESOP Plan 2023 of the Company subject to approval of shareholders of the Company.

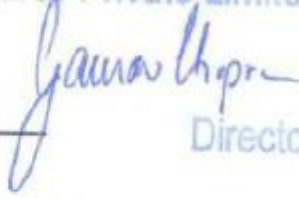
To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution.**

“RESOLVED THAT in accordance with the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable rules, if any, and the Articles of Association of the Company in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be required under any applicable laws, the consent of the members of the Company be and is hereby accorded to approve the amended ESOP Plan 2023 to the effect of bifurcation of pool i.e. 2167 options for employees and issue of 893 Grants to Mr. Tahir Gozal.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining approval, of the Members of the Company, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By the Order of Board

For GC Web Ventures Private Limited
For GC Web Ventures Private Limited



Director

Gaurav Chopra

Director [DIN: 06456285]

Address: E-59, Panchsheel Park,

New Delhi -110017, INDIA

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy, to attend and vote on a poll instead of himself, and that a proxy need not be a member of the Company. The instrument appointing the Proxy, in order to be effective, should be deposited, duly complete and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder.

The appointment of proxy shall be in the **Form No. MGT.11** annexed herewith.

2. Members/Proxies are requested to bring, their duly filled Attendance Slip along with the copy of the Annual Report, in the Meeting.
3. Corporate Members, if applicable, intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
5. All shareholders are requested to intimate changes, if any, in their registered address immediately to the Company.
6. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed **Form SH-13** to the company.
7. The copy of financial statement along with the Auditors report for the year ending 31st March, 2023 is enclosed with the notice in terms of the provisions of Section 136 of the Companies Act, 2013.
8. Directors, who are not able to attend the meeting, may intimate the reason of not attending the meeting.
9. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses with the Company. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company.

10. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

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

The following Statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting

Item No: 2 : APPROVAL FOR AMENDMENTS TO ESOP PLAN 2021 AND TO APPROVE ADOPTION OF AMENDED ESOP PLAN 2023 OF THE COMPANY SUBJECT TO APPROVAL OF SHAREHOLDERS OF THE COMPANY

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

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. The Board, therefore, proposes approve the amendments to “Indialends Employee Stock Option Plan- 2021” which was duly approved by the shareholders of the company in its meeting dated 07th July 2021 and to approve the adoption of amended ESOP Plan 2023 of the Company. The Plan is meant for eligible permanent employees, directors of the Company but except Independent Directors and persons belongs to Promoter and Promoter Group of the Company as may be decided by the Board of Directors of the Company, in accordance with the applicable laws. ESOP PLAN 2023 shall be subject to and in conformity with the guidelines issued in this regard from time to time, or any other rules, regulations guidelines prescribed under Companies Act, 2013 including any amendment or re-enactment thereof.

Disclosures as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014:

S.No	Disclosure	Explanation
1.	Total number of Options to be granted	3060 (Three Thousand and Sixty) Shares bifurcated into 2167 options for employees and 893 options to Mr. Tahir Gozal, Director of the Company.
2.	Classes of employees entitled to participate in the Plan	Subject to Applicable Law, Employees are eligible for being considered for the Grant of Stock Options under this Plan. The specific Option Grantees to whom the Stock Options would be Granted and their Eligibility Criteria would be determined by the Board.
3.	Appraisal process for determining the eligibility of employees to the Employees Stock Option Plan	To be determined by Board

4.	Requirements of vesting and period of vesting	As per Indialends Employees Stock Plan- 2023 and Grant letter so issued at the time of Grants.
5.	Maximum period within which the options shall be vested	As per Schedule A of the Indialends ESOP Plan 2023
6.	Exercise price or the formula for arriving at the same	The Exercise Price shall be INR 10/- (Face Value)
7.	Exercise period and process of exercise	As per Schedule A of the Indialends ESOP Plan 2023
8.	Lock-in period, if any	N.A
9.	maximum number of options to be granted per employee and in aggregate	Aggregate : 3060 Per Employee : To be determined by Board
10.	Method which the company shall use to value its options	As per Discounted cash flow (" DCF ") method.
11.	Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Termination and resignation of employee
12.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per the Indialends ESOP Plan 2023
13.	Statement to the effect that the company shall comply with the applicable accounting standards	It is declared that company will comply with the applicable accounting policies.

The Board shall have all the powers to take necessary decisions for effective implementation of the ESOP Plan.

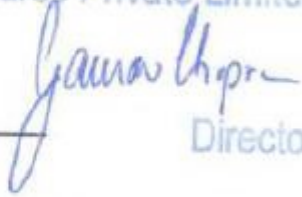
In terms of the provisions of the Regulations, ESOP is required to be approved by the members by passing of Ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them as per the proposed resolutions.

The Board recommends passing of the resolutions for approval of the members as an ordinary resolution.

By the Order of Board

For GC Web Ventures Private Limited
For GC Web Ventures Private Limited



Director

Gaurav Chopra

Director [DIN: 06456285]

Address: E-59, Panchsheel Park,
New Delhi -110017, INDIA

FORM OF PROXY (MGT-11)

GC WEB VENTURES PRIVATE LIMITED

(CIN: U74999DL2013PTC249324)

**Regd. Office: Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg,
South Delhi-110030**

I/We..... ofin the district ofbeing member/members of the Company, hereby appoint of in the district of as my / our proxy to vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Saturday the 30th Day of September, 2023 at Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg, New Delhi-110030 at 06:00 P.M and at any adjournment thereof.

Signed this Day of 2023

Revenue
Stamp

Folio No

Signature

No. of Shares held.....

ATTENDANCE SLIP

GC WEB VENTURES PRIVATE LIMITED

(CIN: U74999DL2013PTC249324)

**Regd. Office: Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg,
South Delhi-110030**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING.

Name in Block Letters

Folio No

No. of Shares held

I hereby record that my presence at the Annual General Meeting of the Company to be held at Plot No.-55, Upper Ground Floor Saidulajab, Westend Marg, New Delhi-110030 on Saturday, the 30th day of September, 2023 at 06:00 P.M.

Signature of the Shareholders or Proxy