



NOTICE OF 1ST EXTRAORDINARY GENERAL MEETING

Notice is hereby given that 1st Extraordinary General Meeting (EGM) of the members of **NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED (Company)** shall be held on **Monday, 19th June, 2023 at 11:00 AM** at the registered office of the Company to transact the following special business:

1. APPROVAL OF THE EMPLOYEE SHARE OPTION PLAN (ESOP)

To consider and if thought fit, to pass the following resolution as a *Ordinary Resolution*, with or without modifications:

“RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, any other rules and provisions therein (including any statutory amendment, modification or re-enactment for the time being in force), the provisions of the Articles of Association of the Company and subject to provisions of other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (**Board**) to approve the Employee Stock Option Plan (ESOP) and to create, offer, issue and allot in one or more tranches under the said ESOP, at any time to or for the benefit of employees and directors of the Company, such number of stock options which could give rise to the issue of equity shares of the Company not exceeding 30,00,000 (Thirty Lakhs) Equity Shares in aggregate, at such price and on such terms as may be fixed or determined by the Board and other applicable provisions of law prevailing at the time.

RESOLVED FURTHER THAT the new equity shares issued in lieu of the vested options shall rank pari passu with the existing equity shares of the Company.

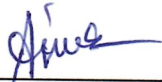
RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any of the Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities in accordance with applicable laws and to take all steps which are incidental and ancillary including inter-alia to



address queries which may arise in connection with the ESOP and/or settle any questions, difficulties or doubts that may arise in this regard at any stage in connection with the ESOP.”

By order of the Board of Directors

For New Vision Softcom and Consultancy Private Limited



Ahimsa Pathak
Director
DIN: 08839333



Date: 27/05/2023

Place: Bhopal



**NOTES TO AGENDA
(Annexure to notes of EGM)**

Item No. 1:

To approve the issue of ESOPs:

The Company proposes to issue Employee Stock Options (ESOPs) to eligible employees/directors of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The draft terms and conditions of the proposed ESOPs, including eligibility, number of options, vesting period, exercise price and other relevant terms, are placed before the members for its consideration. The members are requested to consider and, if thought fit, approve the issue of ESOPs on such terms and conditions as may be decided by the Board of Directors.

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

1. Total number of options

The Company shall grant not more than 30,00,000 (Thirty Lakhs) Equity Shares options in furtherance of the ESOP, that shall be exercisable into an equivalent number of equity shares at such value, as may be decided by the Board. Any options that may have vested or lapsed shall be available for regrant in accordance with the ESOP provisions.

2. Class of employees

The class of employees eligible for grants under the employees and directors of the Company shall be in accordance with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014. The eligibility of individuals to whom grants shall be offered shall be determined by the Board of Directors from time to time in its discretion.

3. Requirement and period of vesting

The options shall vest subject to a minimum vesting period as mentioned in the ESOP Scheme. The options granted shall be in accordance with the vesting schedule and terms and conditions of the Grant Letter and the ESOP. Vesting shall take place so long as the employee continues to be in the employment of the Company and may be subject to the achievement of certain milestones or the fulfillment of certain performance metrics or indicators as may be determined by the Board of Directors from time to time.

4. Exercise price or valuation method

The exercise price RS. 01/- per share and Rs 31.50 per share premium as determined by the Board in its discretion and designated in the Grant Letter and/or the ESOP. Any tax obligations arising in pursuance of exercise shall be borne solely by the employee and the company shall not bear any liability for the same.

5. Appraisal Process

The eligibility of the employees to whom options are to be granted in accordance with the ESOP shall be determined by the Board in its discretion. The factors determining the eligibility criteria for an employee may include without limitation minimum years of service, contribution to the





company, criticality of the employee, the risk of losing the employee to competitors, professional conduct and such other matter that may be considered necessary by the Board.

6. Exercise period and process

The exercise period shall be a period of 10 (Ten) years from the date of vesting or such other period as may be determined by the Board and specified in the ESOP and the Grant Letter. An employee may exercise his/her vested options by serving an exercise notice on the company within such time and in such manner and form as prescribed in the ESOP. In the event options are not exercised within the stipulated period, they shall be deemed to have lapsed.

7. Lock-in period

The shares allotted to the employees in lieu of their options shall be subject to a minimum lock-in period of 2 (Two) years or such other period as may be specified by the Board in the ESOP and the Grant Letter. The rights and obligations pertaining to the shares issued shall be governed by the Company's charter documents and such other documents and agreement that may be applicable therein.

8. Maximum number of options to be granted per employee in aggregate

The maximum number of options to be granted to an individual may be determined by the Board from time to time in accordance with applicable laws and may be specified in the ESOP.

9. Method to value options

The Board may determine a suitable valuation method in accordance with applicable laws and the same may be incorporated in the ESOP.

10. Conditions under which options will lapse

The options shall lapse in accordance with the terms and conditions stipulated in the ESOP.

11. The specified time period to exercise options in the event of termination or resignation

The exercise period for the contemplated events shall be in accordance with the terms and conditions specified in the ESOP as may be amended by the Board from time to time.





12. Statement to the effect that the Company shall comply with applicable accounting standards

The Company shall at all times comply with the requisite accounting standards and disclosure norms in accordance with applicable laws.

By order of the Board of Directors

For New Vision Softcom and Consultancy Private Limited


Ahimsa Pathak
Director
DIN: 08839333





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

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Kapil Godani Registered Address: M-602, Laburnum Park, Magarpatta City Pune Hadapsar, (MH)
E-mail ID: kapil@newvision-software.com Folio No. / DP ID & Client ID: 05 No. of Shares held: 57,60,000

I/We, being the member(s) holding 57,60,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding Equity Shares of the above named Company, hereby appoint:

- Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on Monday, 19th June, 2023 at 11:00 AM at the registered office of the Company, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

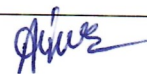
Resolution No.	Particulars	For	Against
Item-1	Approval Of The Employee Share Option Plan		

Signed this day of

Signature of Shareholder(s): _____

Signature of Proxy holder(s):

1. _____ 2. _____ 3. _____





NOTES:

1. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
2. A person can act as proxy for members not exceeding 50 and holding $\leq 10\%$ of total share capital; $>10\%$ holders appoint single proxy.
3. Optional to mark For/Against; unmarked allows proxy discretion.
4. Joint holders sign via first-named; body corporates attach Board resolution.

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[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Ramaswamy Balan Registered Address: M-302, Laburnum Park, Magarpatta City, Hadapsar, Pune- 411013 MH.
E-mail ID: balan.ramaswamy@newvisionsoftware.in Folio No. / DP ID & Client ID: 06 No. of Shares held: 4,80,000

I/We, being the member(s) holding 4,80,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding Equity Shares of the above named Company, hereby appoint:

4. Name: _____ Address: _____
E-mail ID: _____ Signature: _____,
or failing him/her
5. Name: _____ Address: _____
E-mail ID: _____ Signature: _____,
or failing him/her
6. Name: _____ Address: _____
E-mail ID: _____ Signature: _____,

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on Monday, 19th June, 2023 at 11:00 AM at the registered office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Approval Of The Employee Share Option Plan		

Signed this day of

Signature of Shareholder(s): _____

Signature of Proxy holder(s):

2. _____ 2. _____ 3. _____

Handwritten signature



NOTES:

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CIN: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039, India

Name of the Member(s): Neeti Pathak Registered Address: 88, Paras Majestic, Near Rajiv Gandhi College, Gulmohar Colony, Huzur, Bhopal- 462039 (MP).
E-mail ID: bhargava_neeti@hotmail.com Folio No. / DP ID & Client ID: 02 No. of Shares held: 57,60,000

I/We, being the member(s) holding 57,60,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding Equity Shares of the above named Company, hereby appoint:

7. Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her
8. Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her
9. Name: _____ Address: _____
E-mail ID: _____ Signature: _____

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Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Approval Of The Employee Share Option Plan		

Neeti Pathak



Signed this day of

Signature of Shareholder(s): _____

Signature of Proxy holder(s):

3. _____ 2. _____ 3. _____

NOTES:

9. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
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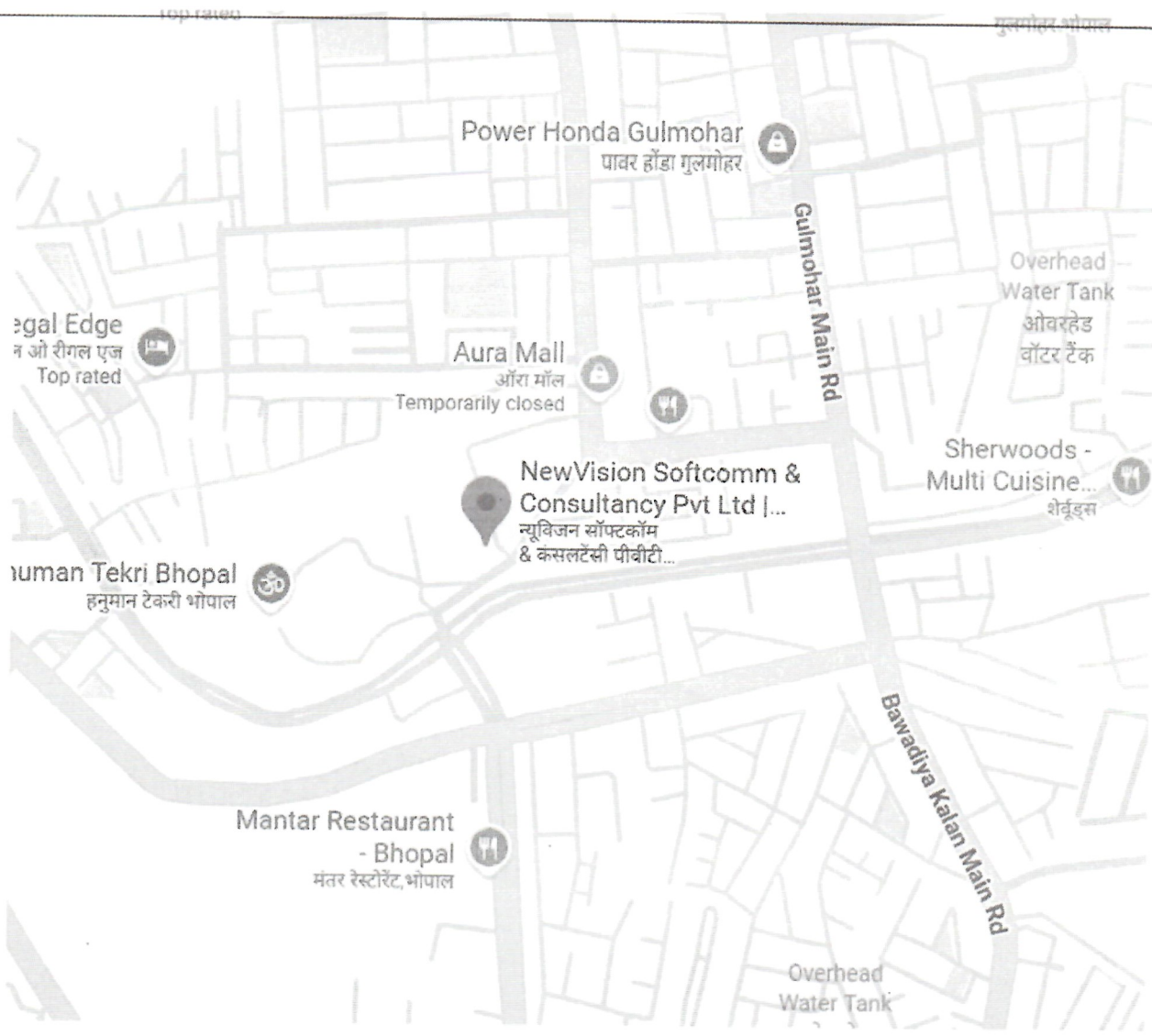


Route Map for the venue of the Extra ordinary General Meeting



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Since

