



NOTICE

NOTICE is hereby given that the First Annual General Meeting of the members of the **National E-Governance Services Limited** will be held on **Wednesday, 2nd August, 2017 at 4.30 p.m. on a shorter notice at the Management Development Institute, Bank of India, Plot No. 30, Sector 11, CBD Belapur, Navi Mumbai- 400 614, Maharashtra** to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.

2. To authorize the Board to fix the remuneration of the Statutory Auditors of the Company to be appointed by Comptroller & Auditor General of India (C&AG) for the financial year 2017-2018 pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act 2013 and the rules framed there under, as amended from time to time.

B. SPECIAL BUSINESS

3. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Shri. N. Rangachary as Independent Director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Rangachary Nambi Iyengar (DIN: 00054437) who was appointed as First Director (Independent) of the Company and whose term of office expires at this Annual General Meeting (‘AGM’) in terms of Article 21 of the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 24th June 2016.”

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Dr. Nivedita Haran as Independent Director

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nivedita Haran (DIN: 06441500) who was appointed

as First Director (Independent) of the Company and whose term of office expires at this Annual General Meeting ('AGM') in terms of Article 21 of the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 24th June 2016."

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Prof. S. Sadagopan as Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Prof. Sowmyanarayanan Sadagopan (DIN: 00118285) who was appointed as First Director (Independent) of the Company and whose term of office expires at this Annual General Meeting ('AGM') in terms of Article 21 of the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 24th June 2016."

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Dr. Ajay N Shah as Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Ajay Narottam Shah (DIN: 01141239) who was appointed as an Additional Director (Independent) of the Company with effect from 19th October 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 19th October 2016."

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Shri. T.S. Vishwanath as Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Vishwanath Thekkiam Sitaram (DIN: 00023065) who was appointed as an Additional Director (Independent) with effect from 16th June 2017 of the Company and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along

with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 16th June 2017.”

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Shri. Sekar Karnam as Nominee Director/Director

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Shri. Sekar Karnam (DIN: 07400094) who was appointed as an Additional Director (Nominee) with effect from 7th July 2016 and who holds office up to the date of First Annual General Meeting of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as the Nominee Director (nominated by State Bank of India) of the Company and shall not be liable to retire by rotation.

9. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Shri. Gurpreet Singh Chawla as Nominee Director/Director

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Shri. Gurpreet Singh Chawla (DIN: 07534356) who was appointed as an Additional Director (Nominee) with effect from 7th July 2016 and who holds office up to the date of First Annual General Meeting of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as the Nominee Director (nominated by Life Insurance Corporation of India) of the Company and shall not be liable to retire by rotation.”

10. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

Appointment of Shri. Sanker P as Nominee Director/Director

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 Shri. Sanker Parameswaran (DIN: 00008187) who was appointed as an Additional Director (Nominee) with effect from 18th January 2017 and who holds office up to the date of First Annual General Meeting of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as the Nominee Director (nominated by ICICI Bank Limited) of the Company and shall not be liable to retire by rotation.”

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

Amendment to Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, the Memorandum of Association of the Company be altered and amended in the manner as detailed hereunder:

i) By deletion of the existing sub-clauses (1), (2) and (3) of III A (The Objects to be pursued by the Company) and substitution of the following sub-clauses as Clause (1) and Clause (2) in III A (The “Sole Objects” to be pursued by the Company) of the Memorandum of Association for the purpose of registration of National E-Governance Services Limited as an information utility with the Insolvency and Bankruptcy Board of India and carry on the business of core services as defined in Part I of the Insolvency and Bankruptcy Code, 2016:

1. To carry on the business of providing information utility services as its core services as defined in Part I of the Insolvency and Bankruptcy Code, 2016 and in this regard to accept electronic submission of financial information in such form and manner as may be specified, to provide safe and accurate recording of financial information, to authenticate and verify the financial information submitted by a person (description of ‘person’ as defined in Preliminary, Part I of the Insolvency and Bankruptcy Code, 2016) and to provide access to information stored with the information utility to persons as may be specified.

2. To carry on the business of providing core services as an information utility service provider by creating and storing financial information in a universally accessible format, a) To accept electronic submission of financial information in such form and manner as may be specified by the regulations (description of regulations’ as defined in Preliminary, Part I of the Insolvency and Bankruptcy Code, 2016); b) to record the financial information accurately and secure such information; c) to authenticate and verify the financial information submitted by a person; d) to provide access to information stored with the Company to persons as may be specified by the regulations; e) to do any other function related to carrying out the core services, as may be required or specified by the regulations from time to time, and in this regard to offer services to individuals as a public utility service related to work of verification or authentication or Central-Know Your Customer(C-KYC) and integration of back end process and processing system; to facilitate integrated service delivery.”

ii) By deletion of existing sub-clause (4) of Clause III(B) [Matters which are necessary for furtherance of the objects specified in Clause I to III (A)] and substitution of the following as sub-clause (4) of Clause III(B):

4. To undertake designing & development, research of software systems, products and solutions in all areas of application including those in emerging niche segments like internet, website, applications solutions software, enterprise resource planning (ERP), e-commerce, value added products and other business applications for its own use.

iii) Deletion of sub-clause 27 of Clause III(B) [Matters which are necessary for furtherance of the objects specified in Clause I to III (A)] in entirety.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with

powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute the documents, deeds or writings required to be executed in relation to the aforesaid amendment to object clause and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company, and to do all acts and deeds to give effect to this resolution.”

“RESOLVED FURTHER THAT Shri. S. Ramann, Managing Director, Shri. S. Raghunathan, ED & CFO and Smt. S. Padmavathy, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to sign the requisite documents, affix Digital Signature Certificate (DSC) and file the necessary forms with the Registrar of Companies and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

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

Alteration of Articles of Association of the company

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, to adopt new set of Article of Association of the Company, containing the following amendments:

- i) By substituting the word “regulations” with “articles” in Article(s) 1(a) and 3.
- ii) Article 1(b) to read as follows:

1(b) Applicability of Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017

Notwithstanding anything contained in these Articles, the Company once registered as an Information Utility, shall at all times abide by the Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017 as amended from time to time and Circulars, Guidelines, Notifications, etc. issued by the Insolvency and Bankruptcy Board of India from time to time.

- iii) By deletion of existing Sub Clauses, a, b, d, g, n, o, q of Article 2 and substitution of the following as Sub Clauses a, b, d, g, n, o, q of Article 2:

“the Act” means the Companies Act, 2013. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

“Articles” means these articles of association of a Company as originally framed or as altered from time to time or applied in pursuance of any previous Company law or of this Act.

“Board of Directors” or “Board”, in relation to a Company, means the collective body of the directors of the Company.

(g) "Company" or "this Company" wherever used shall mean and include NATIONAL E-GOVERNANCE SERVICES LIMITED incorporated under Companies Act, 2013.

(n) Member", in relation to a company, means -

(i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;

(ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;(iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository.

(o) "Memorandum" or "the Memorandum" means the Memorandum of Association of the Company originally framed or as altered from time to time in pursuance of any previous Company law or of this Act.

(q) "The seal" means the common seal, of the company.

and the heading under 1(b) 'Definition & Interpretation' to be moved as heading to Article 2.

iv) By inserting sub clauses 'v' and 'w' to article 2 as follows:

(v) "Code" means Insolvency and Bankruptcy Code, 2016

(w) "Regulations" means Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017.

v) By deletion of existing Article 10 and substitution of the following as Article 10:

ISSUE OF SWEAT EQUITY

The Company shall, subject to and in accordance with provisions of the Act, and the relevant rules framed thereunder (as amended from time to time), have the power by a Special Resolution passed at a General Meeting to issue Sweat Equity Shares to the Directors or Employees of either the Company or of any of its subsidiaries or holding company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute the documents, deeds or writings required to be executed in relation to the aforesaid amendment to object clause and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company, and to do all acts and deeds to give effect to this resolution."

"RESOLVED FURTHER THAT Shri. S. Ramann, Managing Director, Shri. S. Raghunathan, ED & CFO and Smt. S. Padmavathy, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to sign the requisite documents, affix Digital Signature Certificate (DSC) and file the necessary forms with the Registrar of Companies

and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

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

Further Issue of Securities

“RESOLVED THAT in accordance with the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval, if any of the Registrar of Companies (“RoC”) and other appropriate statutory or regulatory authorities, and such other approvals, no objection, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (hereinafter referred to as the “Board”), approval of the Members of the Company be and is hereby accorded to create, issue and offer, in one or more tranches, equity shares in the course of one or more domestic offering(s) to any body corporate including, public financial institutions, insurance companies, etc. on preferential basis for an amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore only) at such price, either with or without premium as may be determined by the Board, at the option of the Company, as the case may be, and such issue and allotment be made in one or more tranches, on such terms and conditions as may be decided by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT the equity shares to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the same class of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf.”

“RESOLVED FURTHER THAT Shri. S. Ramann, Managing Director, Shri. S. Raghunathan, ED & CFO and Smt. S. Padmavathy, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to sign the requisite documents, affix Digital Signature Certificate (DSC) and file the necessary forms with the Registrar of Companies and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

For National E-Governance Services Limited

Sd/-

**Padmavathy S.
Company Secretary
M. No. : A37997**

Date: 20-07-2017

Place: Bengaluru

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address with the Company. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

3. In terms of Section 113 of the Companies Act, 2013, a body corporate whether a company within the meaning of the Act or not, which is a member of this Company, may by a resolution of its Board, authorise such person as it thinks fit to act as representative at any meeting of the Company and a person so authorised shall be entitled to exercise the same powers on behalf of the Company which he represents, as if he is an individual shareholder of the Company.

4. As the Comptroller & Auditor General of India (C&AG) had not appointed an auditor within the period of 60 days as per Companies Act, 2013, the Board at its meeting held on 19th October 2016 pursuant to the provisions of Section 139(7) of the Companies Act, 2013 appointed M/s. G. Natesan & Co., (Firm Registration No. 02424S), Chartered Accountants as Statutory Auditors to audit the accounts of the Company for the financial year ending 31st March 2017 and communicated this information to C&AG.

5. Since the Company is Government Company and pursuant to Section 139 of the Companies Act, 2013, the Statutory Auditors of the Company will be appointed by the Government of India. However under Section 142 of the Companies Act, 2013, the remuneration of the Statutory Auditors of Government Company is to be fixed in the AGM of the shareholders of the Company and hence the same is proposed in this AGM for the financial year 2017-2018.

6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item nos. 3 to 13 is annexed hereto and forms part of notice.

ANNEXURE TO NOTICE

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

Item Nos. 3,4,5,6 and 7:

Shri. Rangachary Nambi Iyengar, Dr. Nivedita and Prof. Sowmyanarayanan Sadagopan were appointed as First Directors (Independent) of the Company effective from 24th June 2016 and in terms of Article 21 of the Articles of Association of the Company their respective term of office expires at the First Annual General Meeting ('AGM'). Notices, as required under Section 160 of the Act, have been received from certain members proposing the candidature of Shri. Rangachary Nambi Iyengar, Dr. Nivedita Haran and Prof. Sowmyanarayanan Sadagopan as Independent Directors of the Company.

Shri. Rangachary Nambi Iyengar, Dr. Nivedita Haran and Prof. Sowmyanarayanan Sadagopan are not disqualified from being appointed as Directors in terms of Section 164

of the Companies Act, 2013 and have consented to act as Directors of the Company. The Company has also received declarations from the said Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act.

Pursuant to the provisions of Sections 149, any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors at its meeting held on 19th October 2016 and 16th June 2017 have respectively appointed Shri. Ajay Narottam Shah (DIN: 01141239) and Shri. Vishwanath Thekkiam Sitaram (DIN: 00023065) as Additional (Independent) Directors.

Notices, as required under Section 160 of the Act, have been received from certain Members proposing the candidature of Shri. Ajay Narottam Shah and Shri. Vishwanath Thekkiam Sitaram as Independent Directors of the Company. Shri. Ajay Narottam Shah and Shri. Vishwanath Thekkiam Sitaram are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have consented to act as Directors of the Company. The Company has also received declarations from the said Directors that they meet the criteria of independence as prescribed under Section 149 (6) of the Act.

The Independent Directors have given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, Shri. N. Rangachary, Dr. Nivedita P Haran, Shri. S. Sadagopan, Shri. Ajay Shah and Shri. T.S. Vishwanath fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Independent Directors and they are independent of the management and not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Companies Act, 2013.

The Independent Directors shall hold office for a term of 5 (Five) consecutive years from the effective date of appointment and shall not be liable to retire by rotation.

In the opinion of the Board, these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the Act and the Rules framed there under and are independent of the management of the Company.

Accordingly, it is proposed to appoint Shri. Rangachary Nambi Iyengar, Ms. Nivedita Haran and Shri. Sowmyanarayanan Sadagopan as Independent Directors of the Company for a period of five consecutive years with effect from 24th June 2016, as set out at Item No. 3 to 5 of this Notice.

It is proposed to appoint Shri. Ajay Narottam Shah and Shri. Vishwanath Thekkiam Sitaram as Independent Directors of the Company for a period of five consecutive years with effect from 19th October 2016 and 16th June 2017, as set out at Item Nos. 6 and 7 of this Notice.

The Board accordingly recommends the resolutions set forth under Item Nos. 3,4,5,6 and 7 of this Notice for the approval of the Members. None of the said Directors are related to any of the Director of the Company. None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives, are in any way concerned and / or interested, financially or otherwise, in the resolutions at Item No. 3 to 7 of this Notice.

Item Nos. 8, 9 and 10:

Shri. Sekar Karnam, nominated by State Bank of India, a shareholder of the Company and Shri. Gurpreet Singh Chawla, nominated by Life Insurance Corporation of India (a

shareholder of the Company), were respectively appointed as Additional Directors (Nominee) with effect from 7th July 2016.

Shri. Sanker Parameswaran , nominated by ICICI Bank Limited (a shareholder of the Company), was appointed as an Additional Director (Nominee) with effect from 18th January 2017.

Notices, as required under Section 160 of the Act, have been received from certain Members proposing the candidature of Shri. Sekar Karnam, Shri. Gurpreet Singh Chawla and Shri. Sanker Parameswaran as Nominee Directors of the Company. Shri. Sekar Karnam, Shri. Gurpreet Singh Chawla and Shri. Sanker Parameswaran are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have consented to act as Directors of the Company. Pursuant to article 23 of the Airticles of Association of the Company and section 152 of the Companies Act, 2013, they are being appointed as Nominee Directors of the company and not liable to retire by rotation.

The Board accordingly recommends the resolutions set forth under Item Nos. 8,9 and 10 of this Notice for the approval of the Members. None of the said Directors are related to any of the Director of the Company. None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives, are in any way concerned and / or interested, financially or otherwise, in the resolutions at Item No. 8 to 10 of this Notice.

Item No. 11:

National E-Governance Services Limited intends to register itself as an information utility Company with Insolvency and Bankruptcy Board of India. The Company has submitted an application dated 3rd April 2017 for grant of in-principle approval in terms of Regulation 7 of the Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017 for establishing an information utility. The Insolvency and Bankruptcy Board of India vide its letter IBBI/DGM (AK)/NESL/2017-18/25 has duly granted in-principle approval to National E-Governance Services Limited with effect from 25th May 2017 for establishing an information utility.

The provisions of Insolvency and Bankruptcy Board of India (Information Utilities) Regulations, 2017 read with Insolvency and Bankruptcy Code, 2016 stipulate that for any company to be registered as an Information Utility, it has to pursue a “sole object” i.e. providing core services as defined in Part I of the Insolvency and Bankruptcy Code, 2016 and/ or those activities associated with performance of core services.

For the purpose of registration of National E-Governance Services Limited as an information utility with the Insolvency and Bankruptcy Board of India and carry on the business of core services as defined in Part I of the Insolvency and Bankruptcy Code, 2016, the Company proposes to delete the existing sub-clauses of Clause IIIA and substitute sub-clauses detailing core services as Clause (1) and Clause (2) in III A (Objects to be pursued by the Company).

The Company accordingly, proposes to alter Clause III A of the Memorandum of Association of the Company as detailed in the annexed notice.

Further the Company intends to delete existing sub-clause (4) of Clause III(B) [Matters which are necessary for furtherance of the objects specified in Clause I to III (A)] and substitute new sub-clause (4) of Clause III(B) and in addition delete sub-clause 27 of Clause III(B) [Matters which are necessary for furtherance of the objects specified in Clause I to III (A)] in entirety.

Hence, the Board of Directors recommends the resolutions in Item No. 11 for approval of members by means of a Special Resolution.

None of the Directors or key managerial personnel and their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 12:

Life Insurance Corporation of India, one of the shareholders of NESL, had written to the company proposing few changes in Sub Clause a, b, d, g, n, o, q of Clause 2 and Clause 10 of the Articles of Association of the company, to be line with the definitions contained in the Companies Act, 2013. After analysing the proposal, it is placed in the Annual General Meeting of the Company to obtain the members' approval by way of special resolution.

Hence, the Board of Directors recommends the resolutions in Item No. 12 for approval of members by means of a Special Resolution.

None of the Directors or key managerial personnel and their relatives are concerned or interested financially or otherwise in this resolution.

Item No. 13

Section 62(1)C of the Companies Act, 2013, read with Rule 13 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue securities on Preferential basis. Every proposed offer of Securities or invitation to subscribe to Securities on preferential basis requires prior approval of Members of the Company by way of Special Resolution. In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to seek approval of the Members for issue of equity shares on Preferential basis, up to an amount not exceeding Rs. 25 crore (Rupees Twenty Crore only).

Hence, the Board of Directors recommends the resolutions in Item No. 13 for approval of members by means of a Special Resolution.

None of the Directors or key managerial personnel and their relatives other than Shri. G.S. Chawla, Nominee Director (Nominee of Life Insurance Corporation of India) are concerned or interested financially or otherwise in this resolution.

By the order of Board

For National E-Governance Services Limited

Sd/-

**Padmavathy S.
Company Secretary
M. No. : A37997**

**Date: 20-07-2017
Place: Bengaluru**



ATTENDANCE SLIP

First Annual General Meeting, Wednesday, 2nd August, 2017 at 4.30 p.m.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the First Annual General Meeting of the Company on **Wednesday, 2nd August, 2017 Management Development Institute, Bank of India, Plot No. 30, Sector 11, CBD Belapur, Navi Mumbai- 400 614, Maharashtra.**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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

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:	U72900MH2016GOI282855
Name of the company:	NATIONAL E-GOVERNANCE SERVICES LIMITED
Registered office:	I-202, 2nd Floor, Tower No.4, Above Belapur Railway Station, CBD Belapur, Navi Mumbai, Thane- 400614

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/Client Id: DPID:	

We, being the member(s) of.....shares of the above named company, here by appoint

1. Name:.....
e-mail id
Address:.....
.....
Signature:.....,or failing him/her
2. Name:.....
e-mail id
Address:.....
Signature:.....,or failing him/her
3. Name:.....
e-mail id
Address:.....
Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First Annual General Meeting of the company, to be held on Wednesday, August 2, 2017 at 4.30 p.m. **Management Development Institute, Bank of India, Plot No. 30, Sector 11, CBD Belapur, Navi Mumbai- 400 614, Maharashtra** and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
Ordinary Business			
1.	Approval and adoption of Audited Financial Statements of the Company for the period ended 31st March 2017 along with Auditors' Report and Boards' Report:		
2.	Fixing remuneration of Statutory Auditors		
Special Business			
3.	Regularization of Additional Director, Shri. N. Rangachary		
4.	Regularization of Additional Director, Dr. Nivedita P Haran		
5.	Regularization of Additional Director, Prof. S. Sadagopan		
6.	Regularization of Additional Director, Dr. Ajay Shah		
7.	Regularization of Additional Director, Shri. T.S. Vishwanath		
8.	Regularization of Additional Director, Shri. G.S. Chawla (Nominee of LIC)		
9.	Regularization of Additional Director, Shri. Karnam Sekar (Nominee of SBI)		
10.	Regularization of Additional Director, Shri. P. Sanker (Nominee of ICICI Bank Ltd.)		
11.	Alteration of objects clause of Memorandum of Association of the company		
12.	Alteration of Articles of Association of the company		
13.	Further Issue of Securities		

Signed this.....day of.....2017 _____
Signature of the shareholder

Affix Revenue Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

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