

NATIONAL E-GOVERNANCE SERVICES LIMITED

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Shareholders of **NATIONAL E- GOVERNANCE SERVICES LIMITED** will be held on the 16th day of February, 2017 at 4:00 pm at the Registered Office of the Company at I-202, 2nd Floor, Tower No. 4 Above Belapur Railway Station, CBD Belapur, Navi Mumbai, Thane - 400614 to transact the following special business:

1. Increase in Authorized Share Capital

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (10 Crore) Equity Shares of Rs. 10/- each.”

2. Alteration of Capital Clause contained in the Memorandum of Association

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause,

- a. “The Authorised Share Capital of the Company is Rs. 1,00,00,00,000 /- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each.”

3. Further Issue of Share Capital

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and in accordance with the relevant provisions of the Memorandum and Articles of Association, Securities Contracts (Regulation) Act, 1956, as amended, and subject to any other approvals, permissions and sanctions, by any other authorities which may be agreed to by the Board of Directors, the consent and approval of the members of the company be and



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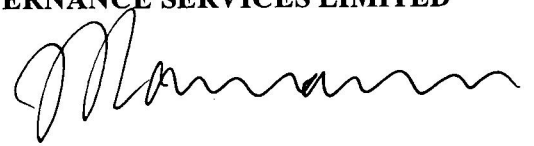
is hereby accorded by the Board to create, offer, issue and allot not exceeding 4,95,30,000 equity Shares of Rs.10 each in the ratio 3:2 (three Equity Shares for every two Equity Shares of Rs. 10/- each held) to the Existing Shareholders of the Company, as on the record date, and/or their eligible renounees thereof, at par and on such terms and conditions mentioned in the draft letter of offer and/or Letter of Offer to be issued by Company in respect of the further issue of shares as per section 62.

RESOLVED FURTHER THAT the New Equity shares to be issued and allotted shall be subject to the Memorandum and Articles of Association of the Company and shall also rank pari passu in all respects with the existing equity shares of the Company, including rights in respect of dividend except as may otherwise provided pursuant to the terms of the issue in any of the issue documents.

RESOLVED FURTHER THAT the unsubscribed portion, if any, of the aforesaid to be issued, after considering the application received from the shareholders of the company, shall be disposed of in such a manner, as the Board may deem fit and proper at its absolute discretion and most beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board, Constituted/ to be Constituted or any other officer of officers of the Company to give effect to the aforesaid resolution.”

**By Order of the Board
For NATIONAL E- GOVERNANCE SERVICES LIMITED**



Managing Director

Registered Office:

I-202, 2nd Floor, Tower No. 4
Above Belapur Railway Station,
CBD Belapur ,
Thane MH 400614 IN

Place: Navi Mumbai

Dated: 23rd January, 2017.

Administrative Office : 5th Floor, Spencers Towers, 86 M G Road, Bengaluru 560 001.
City Office : 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

Phone : 080 2558 0360 / 2558 8641 **Email :** nesl@cdslindia.com

CIN : U72900MH2016GOI282855

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.
2. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Extraordinary General Meeting.
3. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.

**By Order of the Board
For NATIONAL E- GOVERNANCE SERVICES LIMITED**



Managing Director

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Place: Navi Mumbai

Dated: 23rd January, 2017

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

In respect of Resolutions set out at Sl. No. 1 and 2

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs 30,00,00,000 /- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs 10/- each. The Board of Directors of the Company in their meeting held on 18th January, 2017 subject to requisite approvals and consents resolved to offer Equity Shares to the existing shareholders of the Company. In view of the proposed allotment, the Authorised Share Capital of the Company needs to be increased from Rs 30,00,00,000 /- (Rupees Thirty Crores Only) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only) by addition of Rs. 70,00,00,000/- (Seventy Crore) Equity Shares of Rs. 10/- each. Consequent to the increase of Authorized Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company needs to be altered as indicated in Resolution Nos.1 and 2 contained in the Notice convening the Extra-Ordinary General Meeting. Your Directors recommend the Resolutions set out at Sl.Nos.1 and 2 for the approval of the shareholders of the Company. None of the Directors and Relatives of the Directors of the Company is interested in the proposed Resolutions except as holders of shares in general.

**By Order of the Board
For NATIONAL E- GOVERNANCE SERVICES LIMITED**



Managing Director

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CBD Belapur ,
Thane MH 400614 IN

Place: Navi Mumbai

Dated: 23rd January, 2017