



NATIONAL E-GOVERNANCE SERVICES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Seventh Annual General Meeting** of the members of **National E-Governance Services Limited (CIN: U72900MH2016GOI282855)** will be held on 29th day of September, 2023 at 12.00 noon through video conference/ OAVM at shorter notice to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 4th Floor, Gresham Assurance House, Sir PM Road, Fort, Mumbai- 400 001

Ordinary Business:

To consider and if thought fit to pass with or without modification the following resolutions as ordinary resolutions:

Item No. 1 – Adoption of Audited Standalone Financial Statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors (Statutory & C&AG) thereon.

Item No. 2 – Adoption of Audited Consolidated Financial Statements:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and the Auditors (Statutory & C&AG) thereon.

Item No. 3 –Appointment of Auditors:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the members do and hereby appoint the Statutory Auditors of the Company as advised by the Comptroller and Auditor General (C&AG) of India to conduct the audit for the financial year 2023-24 at the remuneration of as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee on intimation to C&AG.”

Item No. 4- Re-Appointment of Shri. Ajay Gupta (DIN: 07580795), Director who retires by rotation and being eligible, offered himself for re-appointment

To appoint a director in place of Shri. Ajay Gupta (DIN: 07580795), who retires by rotation pursuant to Section 152(6) of the Companies Act, 2013 and regulations made there under, and being eligible, offers himself for re-appointment.

Special Business:

Item No. 5 - To consider and if thought fit to pass with or without modification the following resolution as a Special resolution:

Amendment to the object clause of the Memorandum of Association of the company by inserting sub-clause (f) clause III A. 2)

“RESOLVED THAT pursuant to the provisions of Section 13 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, approval of the members of the Company be and is hereby accorded, to amend the objects clause by inserting sub-clause (f) to clause III A. 2), of the Memorandum of Association of the Company as below:

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, f) *With the approval of the Insolvency and Bankruptcy Board of India, the company may;*

(i) Provide products & services to Insolvency Professionals and other stakeholders under the Insolvency & Bankruptcy Code, 2016.

(ii) Offer other services and incidental services as provided respectively in Regulations 3(a) and 17 of IBBI (IU) Regulations, 2017, in addition to its primary objective of providing core services."

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Managing Director & CEO and Company Secretary of the Company be and are hereby authorized on behalf of the Company to severally/jointly, do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the ROC."

Date: 26.09.2023 Place: Bengaluru	For National E-Governance Services Limited By Order of the Board of Directors
Registered Office: Gresham Assurance House 4th Floor, Sir P M Road Fort Mumbai 400001	Sd/- S. Padmavathy Company Secretary M.No. A37997

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1. The Ministry of Corporate Affairs vide their circulars, **General Circular Nos. (i) 20/2020 dated 5th May, 2020** (AGM Circular),(ii) **14/2020, dated 08.04.2020** (EGM Circular – I) and (iii) **17/2020 dated 13.04.2020 (EGM Circular – II)** and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The Proxy Form as well as the Attendance Slip

and the Route Map of the Registered office are therefore, not annexed to this Notice

4. 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, authorize such person as it thinks fit to act as representative at any meeting of the Company and a person so authorized 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.
5. Pursuant to Section 139 (5) read with Section 142 (1) of the Companies Act, 2013, the Auditors of a Government Company are appointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is fixed by the Company in the Annual General Meeting.

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Explanatory Statement as required under the provisions of Section 102 of the Companies Act, 2013.

Item No. 5

The IBBI (IU) Regulations, 2017 (IU Regulations) provide for the activities that can be carried out by NeSL as an IU. IBBI has since permitted NeSL to render incidental services, besides core services and other services, as provided under Regulation 17(2) of the IU Regulations. It has therefore become necessary to amend the objects clause of the (MOA) of NeSL in consonance with clause 3(a) of the IU Regulations, to include incidental services as per Regulation 17(2) of the IU Regulations

In this regard, it is proposed to align the object clause III A. 2) of Memorandum of Association (MOA) of the company in line with the aforementioned IBBI approval and the services provided by NeSL, other than the core services mentioned in clause III A. 1) of the MOA, as incidental services as per regulation 17(2) of IBBI (IU) Regulations, 2017, by inserting sub-clause (f) to clause III A. 2) to the object clause.

This matter was discussed at the Board meeting of NeSL held on 14th June 2023 and it was resolved to amend the objects clause of the Memorandum of the company in consonance with provisions of IU Regulations. The Board now seek Members' approval at this Annual General Meeting (AGM). The company has also informed the IBBI about the proposed amendment to MOA.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions

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