

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Ninth Annual General Meeting** of the members of **National E-Governance Services Limited (CIN: U72900MH2016GOI282855)** will be held on the Friday, 26th of September, 2025 at 10.30 AM through video conference/ OAVM 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 for the Financial Year ending 31st March, 2025:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and applicable regulations made there under, the standalone financial statements comprising of Balance sheet, Profit and Loss Account and Cash Flow Statement along with the Notes and Schedules for the period ended March 31st, 2025 and report of the Board, statutory Auditor’s and C&AG thereon as placed before this meeting be and is hereby adopted.”

Item No. 2 - Adoption of Audited Consolidated Financial Statements for the Financial Year ending 31st March, 2025:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and applicable regulations made there under, the consolidated financial statements comprising of Balance sheet, Profit and Loss Account and Cash Flow Statement along with the Notes and Schedules for the period ended March 31st, 2025, reports of the statutory Auditor’s and C&AG thereon as placed before this meeting be and is hereby adopted.”

Item No. 3 - Appointment and fixation of remuneration of Statutory Auditors for the Financial Year 2025-26:

“**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 2025-26 at the remuneration 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 - Declaration of Final Dividend at the rate of 10%, i.e. Re.1/- (Rupee One only) on each fully paid-up equity share of Rs.10/- (Rupees Ten only) for the year ended 31st March, 2025:

“RESOLVED THAT pursuant to provisions of Section 123(3) of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014, a final dividend of 10%, i.e. Re. 1/- (Rupee One only) on each fully paid-up equity share of Rs. 10/- (Rupees Ten only) aggregating to Rs. 7.50 crores, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2025, be and is hereby declared and the same be paid out of the profits of the Company for the previous financial year 2024-25, to those members whose name appear in the Register of Members as on the date of the Annual General Meeting approving the final dividend, being the record date for the payment of dividend.”

Item No. 5 - Re-Appointment of Shri. Atul Arora (DIN: 01999097), Director who retires by rotation and being eligible, offered himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of the Section 152 (6) of the Companies Act, 2013 and applicable rules made there under and as per the provision of the articles of association of the company Shri. Atul Arora (DIN: 01999097), Director who retires by rotation and being eligible offered himself for re - appointment be and is hereby re- appointed as director of the company.”

Date: 04/09/2025 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.: 37997

NOTES:

1. The Ministry of Corporate Affairs vide their circulars, General Circular Nos. (i) 20/2020 dated 05.05.2020 (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, 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024 (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 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, authorised by the members.
6. The Board at its meeting held on July 11, 2025, has recommended a final dividend of Rs. 1/- per equity share of Rs. 10/- each for the financial year ending March 31, 2025 subject to approval of the Shareholders at this Annual General Meeting.
7. The Final dividend, if approved by the members at this Annual General Meeting will be paid to those shareholders whose names stand as beneficial owners as at the end of business hours on 26th September 2025 ("Record Date") as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members holding shares must intimate the changes, if any, to their respective Depository Participants (DPs) only.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 and relevant documents referred to in this Notice of AGM along with the Annexures will be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to cs@nesl.co.in.
9. The RTA for correspondences relating to share registry related matters will be MUFG Intime India Private Limited, C- 101, Embassy 247, L.B.S Marg, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083

Date: 04/09/2025 Place: Bengaluru	For National E-Governance Services Limited By Order of the Board of Directors
Registered Office: Gresham Assurance House, 4 th Floor, Sir P M Road, Fort, Mumbai 400001	Sd/- S. Padmavathy Company Secretary M No.: A37997