NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **10th Annual General Meeting** of the members of **National E-Governance Services Limited (CIN: U72900MH2016GOI282855)** will be held on the Wednesday, 12th of August, 2026 at 12.00 noon at a shorter notice 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

I. 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, 2026:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors (Statutory & C&AG) thereon.

Item No. 2 - Adoption of Audited Consolidated Financial Statements for the Financial Year ending 31st March, 2026:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Auditors (Statutory & C&AG along with its comments) thereon.

Item No. 3 - Appointment and fixation of remuneration of Statutory Auditors for the Financial Year 2026-27:

"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 2026-27 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, 2026:

"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, 2026, be and is hereby declared and the same be paid out of the profits of the Company for the current financial year 2025-26, 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. Lal Singh (DIN: 08221094), 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. Lal Singh (DIN: 08221094), Director who retires by rotation and being eligible offered himself for re - appointment be and is hereby re- appointed as director of the company."

II. Special Business:

Item No. 6 - Re-appointment of Shri. Subramanian Nurani Vishwanathan (DIN: 09568559) as an independent director for second term

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

"RESOLVED THAT, Shri. Subramanian Nurani Vishwanathan (DIN: 09568559), who was appointed as an independent director on 28th March 2024 for a term of 3 years till 27th March 2027, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and read with Regulation 9 of the IBBI (Information Utilities) Regulations, 2017 on the recommendation of the Board of Directors of the company, approval of the members is be and are hereby accorded for the appointment of Shri. Subramanian Nurani Vishwanathan (DIN: 09568559) as an independent director, not liable to retire by rotation, for a second term of three years up to 27th March 2030.

RESOLVED FURTHER THAT, any director or the Company Secretary of the Company be and are hereby authorized to severally sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Item No. 7 Approval of the perquisite (IT assets) to MD&CEO:

To consider and if thought fit with or without modification, pass the following resolution as Ordinary Resolutions:

"RESOLVED THAT, pursuant to the recommendation of the Board of directors of the company and as per the provisions of Section 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications and statutory modification, amendment or reenactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard, approval of the members be and hereby is accorded for retention of laptop and mobile phone by Shri.

Debajyoti Ray Chaudhuri, MD&CEO issued by the Company on completion of his term as MD&CEO, having perquisite value of Rs. 24,268/- and tax of approximately Rs. 8,330/- to be borne by the Company.

"RESOLVED FURTHER THAT, any director or Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorised to do all such deeds for giving effect to the above resolution.

Date: 03/08/2026 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	PADMAVATHY. S Digitally signed by PADMAVATHY. S Date: 2026.08.03 18:07:18 +05'30' **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 and general Circular No. 3/2025 dated 22.09.2025 (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. 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.

5. The Board at its meeting held on 24th June 2026, has recommended a final dividend of Rs. 1/- per equity share of Rs. 10/- each for the financial year ending March 31, 2026 subject to approval of the Shareholders at this Annual General Meeting.

6. 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 12th August, 2026 ("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.
7. 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.
8. The RTA for correspondences relating to share registry related matters will be MUFG Intime India Private Limited, C- 101, 247 Park, L.B.S Marg, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083

Date: 03/08/2026 Place: Bengaluru	For **National E-Governance Services Limited** By Order of the Board of Directors
<u>Registered Office:</u> Gresham Assurance House, 4th Floor, Sir P M Road, Fort, Mumbai 400001	PADMAVATHY. S Digitally signed by PADMAVATHY. S Date: 2026.08.03 18:06:10 +05'30' **S. Padmavathy** **Company Secretary** **M No.: A37997**

EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Shri. Subramanian Nurani Vishwanathan (DIN: 09568559) was inducted as an independent director with effect from 28th March 2024. Accordingly, his tenure of three years as Independent Director for the first term shall complete on 27th March 2027. As per the provision of Section 149(10) of the Companies Act, 2013 he can be reappointed as Independent Director for a second term on passing a special resolution by the shareholders in the General Meeting of the Company. As per the Secretarial Standards, the re-appointment for the second term through shareholders' approval has to be completed before the expiry of first term. Since his first term of three years is concluding on 27th March 2027 and as the company foresees that there may not be any circumstance to hold general meeting of the shareholders during that period, it is proposed to seek the approval of the shareholders in this Annual General Meeting (AGM) of the company.

Hence, it is proposed to seek the approval of the members of the company through special resolution to re-appoint him for the second term. The Nomination and Remuneration Committee of the company on 26th May 2026 had reviewed and recommended to the Board for the approval of the proposal for reappointment of Shri. Subramanian Nurani Vishwanathan, subject to the approval of members of the company. The Board of Directors of the company have reviewed the performance evaluation of Shri. Subramanian Nurani Vishwanathan and his performance was found satisfactory and approved for his re-appointment. During his first term of appointment, as Chairman of the Board, his contribution towards the growth of the company and his participation at the Board and Committee meetings were productive. His suggestions were valuable in taking the combined decision of the Board and Committees. Your Board strongly recommends the re-appointment of Shri. Subramanian Nurani Vishwanathan and as per the declaration provided to the Company, he is not disqualified from being appointed as Director of the Company

As per Regulation 9 of IBBI (IU) Regulations, 2017, an independent Director can hold the office for two terms of up to three years each. Shri. Subramanian Nurani Vishwanathan will be completing his first term of 3 years tenure on 27th March 2027 and as mentioned above, his term of re-appointment shall be for a period of three years upto 27th March 2030.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice except Subramanian Nurani Vishwanathan. The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

Item No. 7

Shri. Debajyoti Ray Chaudhuri, would be completing his tenure as MD&CEO of the Company on 17th August 2026. He had placed his request for retention of one laptop and mobile phone provided by the Company during his tenure. The proposal was placed before the Board at its meeting held on 24th June 2026 and Board reviewed the proposal and approved the retention of the IT asset by MD&CEO in recognition of his services and contributions to the Company, considering the marginal utility of the laptop and mobile phone to the Company due to its age, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The details of the assets requested to be retained are tabled below:

Sl No	Particulars	Location	Count	Cost of the Asset	Date of Acquisition	WDV as on 31st Aug'26 (estimated)
1	Microsoft Surface	Bangalore	1	1,58,635	07-Sep-21	7,932
2	iPhone 14 Pro Max	Bangalore	1	1,14,822	20-Jan-23	35,923

The transfer of the asset would result in a perquisite value of Rs. 24,268/-, on which the applicable tax of approximately Rs. 8,330/- would be borne by the Company. This perquisite was beyond the scope of HR policy and formed part of the remuneration of MD&CEO in accordance with the applicable provisions of the Companies Act, 2013. Hence with the recommendation of the Board, the approval of the shareholders is being sought for retention of these assets by the Shri. Debajyoti Ray Chaudhuri upon his exit from the Company on 17th August, 2026.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice except Shri. Debajyoti Ray Chaudhuri. The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the Members.

Date: 03/08/2026 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	PADMAVATHY. S Digitally signed by PADMAVATHY. S Date: 2026.08.03 18:06:53 +05'30' **S. Padmavathy** **Company Secretary** **M No.: A37997**