

**NSDL e-Governance Infrastructure Limited**

(CIN: U72900MH1995PLC095642)

Registered office: 1<sup>st</sup> Floor, Times Tower, Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

Tel : +91 22 4090 4242

Fax : +91 22 2491 5217

Email: [cs@nsdl.co.in](mailto:cs@nsdl.co.in)

Website: [www.egov-nsdl.co.in](http://www.egov-nsdl.co.in)

**NOTICE**

Notice is hereby given that the Extraordinary General Meeting (EGM) of the members of NSDL e-Governance Infrastructure Limited will be held on **Thursday, October 28, 2021 at 5:30 p.m.** IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder read with General Circulars 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 32/2020 dated September 28, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs to transact the following business:

**SPECIAL BUSINESS**

To consider and approve the following resolutions as Special Resolution:

**Item No. 1**

**To approve Change of Name of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made there under, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force and any other approvals as may be required, name of the Company be changed from “NSDL e-Governance Infrastructure Limited” to **“Protean eGov Technologies Limited”**.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted with the following Clause:

The Name of the Company is “Protean eGov Technologies Limited”.

**RESOLVED FURTHER THAT** the old name “NSDL e-Governance Infrastructure Limited” be substituted with the new name “Protean eGov Technologies Limited” in the Memorandum and Articles of Association of the Company and in all other documents and at all places wherever the name of the Company appears.

**RESOLVED FURTHER THAT** any of the Director and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds and things etc., as it may be necessary or incidental

including appointment of representatives to appear before office of Registrar of Companies and settle and finalize all issues that may arise in this regard and incur such expenses in relation thereto as deemed appropriate, to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Director and/or the Company Secretary be and is hereby severally authorized do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

**By Order of the Board of Directors  
For NSDL e-Governance Infrastructure Limited**

sd/-

**Maulesh Kantharia  
Company Secretary**

**Registered Office:**

Times Tower, 1<sup>st</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai - 400 013

**Dated: October 18, 2021**

**Place: Mumbai**

**NOTES:**

1. The Statement as required under Section 102 of the Companies Act, 2013 (“the Act”) is annexed to the Notice.
2. In view of the current circumstances prevailing in the country, due to massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and adherence to various measure for control of pandemic issued by the Government. The Ministry of Corporate Affairs allowed conducting Extra Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal presence of the members at the meeting. The Ministry of Corporate Affairs (MCA) issued General Circulars 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 32/2020 dated September 28, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021, prescribing the procedures and manner of conducting the EGM through VC/OAVM. In terms of the said Circulars, the EGM of the members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM will be the Registered Office of the Company, 1st Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM 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 EGM. 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. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice.
5. NSDL e-Governance Infrastructure Limited shall conduct the Meeting through video conferencing by using 'Microsoft Teams application' and the members are requested to follow the below mentioned instructions for participating in the Meeting through 'Microsoft Teams application':
  - (i) The members will get a meeting invite at the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Microsoft Teams application. Link for joining the meeting will be communicated to members separately by email.
  - (ii) For joining through laptop/desktops, the instructions are as follows:
    - (a) Select 'Join Microsoft Teams Meeting' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed where you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
    - (b) If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
  - (iii) For joining through mobile phone/iPads, the instructions are as follows:
    - (a) For easy and efficient access of the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
    - (b) If you have the app, select 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.
    - (c) If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
  - (iv) It would be advisable to download and install the app before the meeting starts. It might take a minute or two, depending on your internet connection.
  - (v) Members who need any assistance or clarification while using the video conferencing facility can send an email at [mauleshk@nsdl.co.in](mailto:mauleshk@nsdl.co.in) or can call at the number: 022-24994489/9819327279(Mr. Maulesh Kantharia)/9967759503 (Ms. Ashwini Phenany).
6. Members can, prior to the Meeting, seek technical assistance on the abovementioned number between 10 a.m. to 1.30 p.m. from Monday to Friday till the date of the Meeting.
7. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the EGM i.e. 5:15 p.m. on October 28, 2021. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Members can raise questions during the meeting. It is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. Members are also requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
10. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, members can cast their vote during the Meeting by sending an email to [mauleshk@nsdl.co.in](mailto:mauleshk@nsdl.co.in) (“Designated E-mail Address”) from their e-mail addresses registered with the Company
11. The video conferencing facility allows two-way conferencing and members can pose questions concurrently during the Meeting. The video/audio experience will be dependent of the Internet bandwidth/connectivity for the user
12. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution/copy of Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
13. Members are requested to update with their respective Depository Participants (“DP”), their bank account details (account number, 9 digit MICR and 11 digit IFSC), e-mail IDs and mobile number.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Business Item No. 1 as set out above is annexed hereto and forms part of this Notice.
15. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of contracts or arrangements in which the Directors are interested will be available for inspection by the members in electronic mode. Members can inspect the same by sending an email to [mauleshk@nsdl.co.in](mailto:mauleshk@nsdl.co.in)
16. The Notice of EGM is sent in electronic mode to Members whose e-mail IDs are registered with the Company.
17. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Thursday, October 28, 2021. Members seeking to inspect such documents are requested to write to the Company at [mauleshk@nsdl.co.in](mailto:mauleshk@nsdl.co.in)
18. All documents referred to in the accompanying Notice and the Explanatory Statement have been sent along with this Notice to the registered email addresses of the persons entitled to attend the Meeting and shall also be available electronically on request by sending an email to [mauleshk@nsdl.co.in](mailto:mauleshk@nsdl.co.in)

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE DATED OCTOBER 18, 2021**

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

**ITEM NO. 1**

The Company desires to have a name representing the full gamut of its products and services offerings in the space of tech solutions and extension into new markets, sectors and geographies. The new name is designed to be representative of its core values/objectives of innovation, agility and adaptability. Accordingly, the Board of Directors felt it necessary to change the name of the

## **NSDL e-Governance Infrastructure Limited**



Company to “Protean eGov Technologies Limited”.

Accordingly, the Board has through a resolution passed at the meeting of the Board held on October 11, 2021 approved the proposal for changing the existing name of the Company, subject to the approval of the members, the Registrar of Companies and any other approvals as may be required.

Further, the Company has on October 14, 2021, received the availability of the said name from the Registrar of Companies.

The Board recommends the resolution set out at Item No. 1 of this notice for approval of members as special resolution.

None of the Directors or the Key Managerial Personnel or their relatives are concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding in the Company.

**By Order of the Board of Directors  
For NSDL e-Governance Infrastructure Limited**

Sd/-  
**Maulesh Kantharia**  
**Company Secretary**

**Registered Office:**

Times Tower, 1<sup>st</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai - 400 013

**Dated: October 18, 2021**

**Place: Mumbai**