



## NOTICE

**NOTICE** is hereby given that the Seventh Annual General Meeting of the members of Surajya Services Limited will be held on Wednesday, June 22, 2022 at 11:45 a.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint, Mr. Ravi Navinchandra Karia who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravi Navinchandra Karia (DIN: 08763162), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS

3. To appoint Mr. Nikhil Agarwal as a Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nikhil Agarwal (DIN: 03246800), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Surajya Services Limited

*(formerly known as Surajya Services Private Limited)*

**CIN: U72300DL2015PLC280416**

**Registered Office:** Basement, Plot No.65, Sector-12A, Dwarka, New Delhi-110078

**Website:** www.easygov.co.in || **Email:** business@easygov.co.in || **Tel.** +91-11-35531773



4. To approve payment of remuneration to Mr. Amit Shukla, Whole-time Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for payment of such remuneration to Mr. Amit Shukla (DIN: 07165255), Whole-time Director, for the period from April 01, 2022 upto March 31, 2024, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said remuneration, subject to the same not exceeding the limits specified under the Act or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the persons / authorities concerned for necessary action.”

**By Order of the Board of Directors**

**Amit Shukla**  
**Whole-time Director**  
**DIN: 07165255**

Date : May 31, 2022  
Place : New Delhi

**Registered Office:**  
Basement, Plot No. 65, Sector-12A,  
Dwarka, South West Delhi,  
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## Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 (the “Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice of the AGM will also be available on the Company’s website [www.easygov.co.in](http://www.easygov.co.in).
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
4. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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 and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide email at [amit@easygov.co.in](mailto:amit@easygov.co.in), a certified true copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

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9. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to amit@easygov.co.in.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, June 15, 2022 by sending email on amit@easygov.co.in. The same will be replied by the Company suitably.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. In terms of the provisions of Section 152 of the Act, Mr. Ravi Karia, Director, retire by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Mr. Ravi Karia is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointments. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item Nos. 1 to 2 of the Notice.

13. Details of Directors retiring by rotation/ seeking appointment/ re-appointment at this Meeting are provided in "**Annexure I**" to the Notice.
14. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in "**Annexure II**".

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## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No. 3:**

The Board of Directors (**'the Board'**) of the Company, pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 (**'the Act'**) and the Articles of Association of the Company, had appointed Mr. Nikhil Agarwal (DIN: 03246800) as an Additional Director of the Company with effect from March 21, 2022. He shall hold office as an Additional Director up to the date of this Annual General Meeting in terms of Section 161(1) of the Act.

Mr. Nikhil Agarwal has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr. Nikhil Agarwal are provided in the **"Annexure I"** to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings (SS- 2), issued by the Institute of Company Secretaries of India.

Mr. Nikhil Agarwal is interested in the resolution relating to his appointment. Save and except Mr. Nikhil Agarwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

### **Item No. 4:**

The Board of Directors and the Members of the Company at their meetings held on April 01, 2019 and April 13, 2019, respectively, had appointed Mr. Amit Shukla as Whole-time Director and designated as Chief Executive Officer for a period of 5 (five) years with effect from April 01, 2019 upto March 31, 2024, with remuneration payable for a period of three (3) years.

As per the provisions of the Companies Act, 2013 (**'the Act'**) read with Schedule V, in the event of no profit or inadequate profit, the Company may pay remuneration to the managerial person as per the limits specified under Schedule V to the Act.

Accordingly, the Board of Directors at its meeting held on March 21, 2022, has approved payment of remuneration to Mr. Amit Shukla for the residuary period commencing from April 01, 2022 upto March 31, 2024, subject to the approval of members.

The proposed remuneration is commensurate with his professional qualification, relevant industry experience, size of the Company and the current remuneration standards for such senior executive positions in the industry.

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Details of Mr. Amit Shukla are provided in the “**Annexure I**” to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings (SS- 2), issued by the Institute of Company Secretaries of India.

Mr. Amit Shukla is interested in the resolution relating to approval of payment of remuneration to him. Save and except Mr. Amit Shukla, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**The Statement containing additional information as required under Schedule V to the Act:**

**I. General Information:**

**1. Nature of industry:**

The Company is engaged in the business of application (App based programme) services.

**2. Date or expected date of commencement of commercial production :**

Not Applicable

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable, since the Company was incorporated on May 19, 2015.

**4. Financial performance based on given indicators**

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Revenue from Operations	164.22	6.00
Add: Other Income	6.86	14.93
<b>Total Revenue</b>	<b>171.08</b>	<b>20.93</b>
Less: Expenses	320.57	180.58
<b>Profit/ (Loss) Before Tax</b>	<b>(149.49)</b>	<b>(159.65)</b>
Tax Expenses (Deferred Tax Credit)	(39.32)	56.16
<b>Profit/ (Loss) After Tax</b>	<b>(110.17)</b>	<b>(215.81)</b>

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**5. Foreign Investments or Collaborations, if any:**

Nil

**II. Information about the appointee:**

**1. Background Details:**

Mr. Amit Shukla is founder of EasyGov GovTech start up and is recognized by Niti Aayog as 'one of the Champions of Change for Digital India'. He has worked with Accenture Strategy and KPMG as advisor to State and Central Government on 15+ projects of National Security and Social Services in India, Australia, USA, Japan before founding EasyGov in 2015. He is one of the 15 entrepreneurs selected under the Nasdaq Entrepreneurial Center Milestone Maker India Program. He is a well recognised speaker in GovTech, Social Protection and Startups. Mr. Amit Shukla holds Post Graduate Diploma in Management, B. Tech in Computer Science. He is an advisory Council Member of HARTRON Electronics Accelerator Program (HEAP), HARTRON, Government of Haryana and Member of Bombay Management Association.

**2. Past remuneration**

Annual Salary	Rs. 96,00,000/-
Bonus	As per discretion of the Board

In addition, Mediclaim Insurance and Term Insurance coverage as per the Company's Policy.

**3. Recognition or awards**

Recognized by Niti Aayog as 'one of the Champions of Change for Digital India'.

**4. Job profile and his suitability**

As a Whole-time Director being designated as Chief Executive Officer, Mr. Amit Shukla is entrusted with substantial power of management and technical affairs of the Company. He is also required to perform such duties and exercise such powers as have been stated in agreement or may from time to time be entrusted or conferred upon him by the Board.

Keeping in view his working with the Company, he is eminently suitable for the present position. The Company shall derive a lot of benefit from his diverse professional expertise and experience at Board level and as well as in operations of the Company. He is the key person in strategic decision making on critical issues in the business and management of the Company.

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## 5. Proposed Remuneration and other terms and conditions of Appointment

Broad particulars of the terms of appointment and remuneration payable to Mr. Amit Shukla as per the agreement are as under:

### (A) Salary, Perquisites and Allowances

Annual Salary	Rs. 96,00,000/-
Bonus	As per discretion of the Board

In addition, Medclaim Insurance and Term Insurance coverage as per the Company's Policy.

### (B) General Terms and Conditions

- (i) Mr. Amit Shukla shall not have the right to voluntarily resign from the employment of the Company or otherwise as per the agreement for a duration of 5 (five) years.
- (ii) The office of Mr. Amit Shukla as Chief Executive Officer may be terminated by the Company by providing written notice of 2 (Two) months, or payment in lieu thereof.
- (iii) The employment of Mr. Amit Shukla as Chief Executive Officer may be terminated by the Company without notice, including but not limited to the following circumstances:
  - (a) material non-performance, or gross negligence in the performance of the duties and responsibilities towards the Company;
  - (b) deliberate and persistent failure to comply with lawful directions of the Company as defined by the Board;
  - (c) becomes permanently incapacitated by illness, injury, physical or mental disability, accident or any other circumstances beyond his control from performing his duties under the agreement for 180 (one hundred and eighty) days or for an aggregate period of 180 (one hundred and eighty) days in any period of 12 (twelve) calendar months, regardless whether such days are consecutive, shall be deemed to be permanent incapacity;
  - (d) material breach of terms of the agreement or breach of representations and warranties contained therein;
  - (e) material breach of any law or statutory duty, as applicable;
  - (f) actions including but not limited to negligence, wilful omissions, securing any personal profit related to the business of the Company and/or embezzlement; or

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- (g) commission of conduct that is clearly prohibited by the Company's policy including prohibiting discrimination or harassment based on the age, gender, race, religion, disability, national origin or any other protected category, in each case, as evidenced by the findings of an inquiry conducted by a committee comprising of the non-interested directors of the Board or chronic alcoholism or any narcotic additions preventing from performing his responsibilities and duties under the agreement.
- (iv) Mr. Amit Shukla shall report to and be subject to the superintendence of the Board and shall give the Board such information regarding the operations and affairs of the Company handled by him, as they shall require.
- 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in industry, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Amit Shukla is appropriate.

Considering his rich experience, competence and the growth and development of the Company under his leadership, the terms of his remuneration are considered fair and reasonable.

- 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.**

Mr. Amit Shukla does not have any pecuniary relationship with the Company other than to the extent of his shareholding in the Company and the remuneration payable to him. There are no managerial personnel or other Directors related to Mr. Amit Shukla, in the Company.

**III. Other Information:**

- 1. Reasons of loss or inadequate profits**

Due to higher operational cost.

- 2. Steps taken or proposed to be taken for improvement**

To reduce operational cost and improve future profits.

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### **3. Expected increase in productivity and profits in measurable terms**

On reduction of operational costs, it hopes to earn fairly reasonable profits in future.

**By Order of the Board of Directors**

**Amit Shukla**  
**Whole-time Director**  
**DIN: 07165255**

Date : May 31, 2022  
Place : New Delhi

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## Annexure I

**Details of Directors retiring by rotation / seeking appointment/ re-appointment at the Annual General Meeting are as under:**

<b>Mr. Ravi Navinchandra Karia</b>	
Age	37 years
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and Six Sigma Black Belt from American Society for Quality (ASQ)
Experience	Mr. Ravi Navinchandra Karia aged 37 years has been associated with Reliance Industries Limited (RIL) since April 2008. He is having around 15 years of post-qualification experience in Finance, Compliance and Accounts. He is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and Six Sigma Black Belt from American Society for Quality (ASQ). He is currently managing Accounts and Consolidation of Jio Platforms Limited, a subsidiary of RIL.
Terms and conditions of appointment	Non-executive Director, liable to retire by rotation
Remuneration drawn in the Company for FY 2021-22	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	September 03, 2020
Shareholding in the Company as on March 31, 2022	Nil
Relation with any Directors / Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the FY 2021-22	6
Directorships of other Boards as on March 31, 2022	C-Square Info-Solutions Private Limited; New Emerging World of Journalism Limited; Jio Limited; Shopsense Retail Technologies Limited; and Nowfloats Technologies Private Limited.
Chairmanship/ Membership of Committees of other Boards as on March 31, 2022	Nil

**Mr. Nikhil Agrawal**

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Age	41 years
Qualifications	B. Tech (IIT Delhi), MBA (IIM Lucknow)
Experience	Mr. Nikhil Agrawal, aged 41 years, is currently working as Lead- Strategy & Planning with Jio. He is having 18 years of extensive experience across finance, strategy, tech and operations. Previously, he has worked with companies such as Tata Capital, Hinduja Group, Motilal Oswal etc.
Terms and conditions of appointment	Non-executive Director, liable to retire by rotation
Remuneration drawn in the Company for FY 2021-22	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	March 21, 2022
Shareholding in the Company as on March 31, 2022	Nil
Relation with any Directors / Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the FY 2021-22	1
Directorships of other Boards as on March 31, 2022	Nil
Chairmanship/ Membership of Committees of other Boards as on March 31, 2022	Nil

<b>Mr. Amit Shukla</b>	
Age	40 years
Qualifications	Post Graduate Diploma in Management and B. Tech in Computer Science.
Experience	Mr. Amit Shukla is founder of EasyGov GovTech start up and is recognized by Niti Aayog as 'one of the Champions of Change for Digital India'. He has worked with Accenture Strategy and KPMG as advisor to State and Central Government on 15+ projects of National Security and Social Services in India, Australia, USA, Japan before founding EasyGov in 2015. He is one of the 15 entrepreneurs selected under the Nasdaq Entrepreneurial Center Milestone Maker India Program. He is a well recognised speaker in GovTech, Social Protection and Startups. Mr. Amit Shukla holds Post Graduate Diploma in Management, B. Tech in Computer Science. He is an advisory Council Member of HARTRON Electronics Accelerator Program (HEAP), HARTRON, Government of Haryana and Member of Bombay Management Association.

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Terms and conditions of appointment	As per resolution at Item No. 4 of the AGM Notice read with explanatory statement thereto. Mr. Amit Shukla is liable to retire by rotation.
Remuneration drawn in the Company for FY 2021-22	Rs. 80.58 lakhs
Remuneration sought to be paid	As per existing terms and conditions
Date of first appointment on the Board	May 19, 2015
Shareholding in the Company as on March 31, 2022	9,142 Equity Shares
Relation with any Directors / Key Managerial Personnel of the Company	N.A.
Number of Meetings of the Board attended during the FY 2021-22	6
Directorships of other Boards as on March 31, 2022	Tantra Samvat Technologies Foundation; Urvara Agricultural Research Foundation; Paromint Advisory Private Limited; and Parodata Technologies Private Limited.
Chairmanship/ Membership of Committees of other Boards as on March 31, 2022	NIL

**By Order of the Board of Directors**

**Amit Shukla**  
**Whole-time Director**  
**DIN: 07165255**

Date : May 31, 2022  
Place : New Delhi

**Registered Office:**  
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## Annexure II

Members are requested to note the following in accordance with the MCA circulars:

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure III.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
4. E-mail address of the Whole-time Director, Mr. Amit Shukla i.e. amit@easygov.co.in is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact the Whole-time Director, Mr. Amit Shukla on +91- 98712 93029.

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### Annexure III

1. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
2. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

#### Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

#### Option 2

For installing Microsoft Teams on your **iPad / apple devices / Android devices:**  
Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



**Type your Name** and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

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