



NOTICE

NOTICE is hereby given that the Sixth Annual General Meeting of the members of Surajya Services Limited will be held on Friday, August 27, 2021 at 10:30 a.m. through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Amit Shukla, 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. Amit Shukla (DIN: 07165255), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Auditor and to fix their remuneration 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** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) be and are hereby appointed as the Auditor of the Company, for the term of 5 consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eleventh Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board 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.”

SPECIAL BUSINESS

4. To approve payment of remuneration to Ms. Prabha 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 an **Ordinary 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 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 to payment of such remuneration to Ms. Prabha Shukla (DIN: 07165269), Whole-time Director, for the period from August 1, 2021 to March 31, 2024, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board

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.easvgoov.co.in || **Email:** business@easvgoov.co.in || **Tel:** +91-11-35531773



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 Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board 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 : July 30, 2021
Place : New Delhi

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Sector-12A, Dwarka, South West Delhi,
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Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 and January 13, 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, 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 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website 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 Meeting 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 a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
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 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
8. 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.
9. 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 Friday, August 20, 2021 through email on amit@easygov.co.in. The same will be replied by the Company suitably.
10. 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.
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. Amit Shukla, Director, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Mr. Amit Shukla and Ms. Prabha Shukla are interested in the resolutions set out at Item Nos. 2 and 4 of the Notice. Mr. Amit Shukla who holds 9142 equity shares and Ms. Prabha Shukla who holds 83 equity shares and being relatives, may be deemed to be interested in the

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resolutions set out at Item Nos. 2 and 4. 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 resolutions set out under Item Nos. 1 to 4 of the Notice.

13. Upon the receipt of notice writing from M/s. Tarun Kandhari & Co LLP, Chartered Accountants (Firm Reg. No. 006108C/N500042) regarding their unwillingness to be re-appointed at the this Annual General Meeting, the Board of Directors of the Company at its meeting held on April 16, 2021 have recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) as Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Eleventh Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s Deloitte Haskins & Sells LLP, Chartered Accountants has consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice which relates to appointment of Auditor of the Company.

14. Details of Mr. Amit Shukla, Director retiring by rotation at this Meeting is provided in the “**Annexure I**” to the Notice.
15. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as “**Annexure II**”.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

Item No. 4

The Board of Directors and the Members of the Company, at their respective meetings held on April 01, 2019 and April 13, 2019, had appointed Ms. Prabha Shukla as the Whole-time Director of the Company, for a period of 5 (five) years with effect from April 1, 2019 upto March 31, 2024 with remuneration for a period of three (3) years.

However, in view of the inadequacy of profits, the remuneration of Ms. Prabha Shukla is decided based on the “effective capital” of the Company as on March 31, 2021 and is calculated as per Schedule V to the Act for a period upto March 31, 2024.

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

The Board of Directors has approved payment of remuneration to Ms. Prabha Shukla for the period commencing from August 1, 2021 to March 31, 2024.

Broad particulars of remuneration payable to Ms. Prabha Shukla are as under:

(A) Salary, Perquisites and Allowances:

(a)

Annual Salary	Rs. 50,00,000/-
Bonus	As per discretion of the Board

(b) **Perquisites:** In addition to the remuneration as stated above, Ms. Prabha Shukla may also be entitled, as per Rules of the Company, to perquisites like medical assistance for self and family including dependents, personal accident insurance premium, medi-claim insurance and term Insurance coverage as per the Company’s Policy and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(B) **Retiral Benefits:** The Company’s contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in the remuneration under (A) above.

(C) **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for Ms. Prabha Shukla and attendant(s) during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals.

(D) Revision and / or yearly increment to the above-mentioned remuneration shall be as may be determined by the Board which shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

Save and except Ms. Prabha Shukla and her relative, Mr. Amit Shukla (Spouse) and to the extent of their shareholdings, the Directors / Key Managerial Personnel / their relatives are not in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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The Board of Directors commend the Ordinary Resolution as set out under Item No. 4 of the Notice for the approval of 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 citizen-centric digital software product that helps in improving the convenience of people in accessing and applying for Government to Citizen (“G2C”) transactions and helps Government in digital processing of G2C schemes and 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

Particulars	(Amount in Rs.)	
	2020-21	2019-20
Revenue from operations	6,00,000	97,62,280
Add: Other income	14,92,950	5,92,083
Total revenue	20,92,950	1,03,54,363
Less: Expenses	50,73,348	87,29,151
Profit/(loss) before interest, depreciation, amortisation and taxes (EBITDA)	(29,80,398)	16,25,212
Less: Depreciation and Amortization Expenses	1,23,16,963	1,05,11,097
Less: Finance Costs	6,67,444	8,49,164
Profit/ (loss) before tax	(1,59,64,805)	(97,35,049)
Tax expenses (deferred tax credit)	56,16,540	(19,46,864)
Profit/ (loss) after tax	(2,15,81,344)	(77,88,185)

5. Foreign investments or collaborations, if any:

Nil

II. Information about the appointee:

1. Background details: Ms. Prabha Shukla

Ms. Prabha is founding Director and Head of Research in EasyGov GovTech start up founded in 2015. She leads business process reengineering of the dated methods and has vast knowledge of different services and schemes in India. Ms. Prabha has led her team to deploy over 5,000 schemes in the EasyGov app across many State Government and private projects. Ms. Prabha holds B. Tech with honours in Chemical Engineering.

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2. Past remuneration

Rs. 30,00,000/- per annum as on March 31, 2021

3. Recognition or awards

Nil

4. Job profile and her suitability

As a Whole-time Director being designated as Head R&D, Ms. Prabha Shukla is required to perform such duties and exercise such powers as have been stated in draft agreement or may from time to time be entrusted or conferred upon her by the Board.

Keeping in view her working with the Company, she is eminently suitable for the present position. The Company shall derive a lot of benefit from her diverse professional expertise and experience at Board level and as well as in operations of the Company.

5. Proposed Remuneration and other terms and conditions:

(A) Salary, Perquisites and Allowances:

Annual Salary	Rs. 50,00,000/-
Bonus	As per discretion of the Board

Perquisites: In addition to the remuneration as stated above, Ms. Prabha Shukla may also be entitled, as per Rules of the Company, to perquisites like medical assistance for self and family including dependents, personal accident insurance premium, medi-claim insurance and term Insurance coverage as per the Company's Policy and such other perquisites and allowances in accordance with the rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(B) Retiral Benefits: The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in the remuneration under (A) above.

(C) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for Ms. Prabha Shukla and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals.

(D) Revision and / or yearly increment to the above-mentioned remuneration shall be as may be determined by the Board which shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

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 Ms. Prabha Shukla is appropriate.

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

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reasonable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.

Ms. Prabha Shukla does not have any pecuniary relationship with the Company other than to the extent of her shareholding the Company and the remuneration payable to her. Mr. Amit Shukla, Whole-time Director is relative of Ms. Prabha Shukla.

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
- 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 : July 30, 2021
Place : New Delhi

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Annexure I

Details of the Director retiring by rotation at the ensuing Annual General Meeting is as under:

Mr. Amit Shukla	
Age	39 years
Qualifications	Post Graduate Diploma in Management
Experience (including expertise in specific functional area) / Brief Resume	Mr. Amit Shukla is the founder of EasyGov GovTech start up and was 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 & Central Govt on 15+ projects of National Security & Social Services in India, Australia, USA, Japan before founding EasyGov in 2015. He was one of the 15 entrepreneurs selected under the Nasdaq Entrepreneurial Center Milestone Maker India Program. He also has several research papers published in International conferences to his account and his blog https://vaaktavya.com/ provides strategic perspective to various issues in Government services/ benefit delivery in India. Mr. Amit holds Post Graduate Diploma in Management, B. Tech in Computer Science and e-Governance certification from Asian Development Bank Institute Japan and United National Public Administration Network.
Terms and Conditions of Re-appointment	As per the resolution passed by the members at the Extraordinary General Meeting held on April 13, 2019.
Remuneration last drawn (including sitting fees, if any)	Rs. 96,00,000 /- per annum
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	19/05/2015
Shareholding in the Company as on March 31, 2021	9142 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Ms. Prabha Shukla, Whole-time Director of the Company is relative (Spouse) of Mr. Amit Shukla.
Number of meetings of the Board attended during the financial year 2020-21)	5
Directorships of other Boards as on March 31, 2021	Urvara Agronomy Consulting Private Limited Tantra Samvat Technologies Foundation

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Mr. Amit Shukla	
	Urvara Agricultural Research Foundation
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	NIL

By Order of the Board of Directors

Amit Shukla
Whole-time Director
DIN: 07165255

Date : July 30, 2021
Place : New Delhi

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Annexure II

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 “JioMeet” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?meetingId=0446655758&pwd=1UZBh>

or enter below Meeting ID to join meeting by entering the Password:

Meeting ID: 044 665 5758

Password: 1UZBh

Detailed instructions on installing Jio Meet 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 of the Company, Mr. Amit Shukla 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 Mr. Amit Shukla, Whole-time Director on +91- 9871293029.

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Annexure III

1. Members would have received an email from Mr. Amit Shukla, Whole-time Director to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



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

Option 2

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

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



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

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