

NOTICE OF ELECTION

Notice is hereby given that an Election of the Directors as per Article 17b of the Articles of association of the Company will be held as under:

Day : Wednesday

Date :- 27th December, 2023

Time: 04:00 P.M.

Venue: Ministry of Electronics & Information Technology (MeitY), Conference Room 1007, Electronics Niketan, 6, CGO Complex, Lodhi Road, New Delhi —110003.

Article 17b of the Articles of Association provides that the Ordinary Members of the Company will elect Seven Directors among themselves.

Shri Pradeep Verma, Scientist D, MeitY and Suhru Ram Sayal, FCS have been appointed as the scrutinizers for conducting this Election.

Members are requested to send their nomination forms (copy attached) with relevant documents as stated below on or before 11th December, 2023.

The following documents are enclosed for your reference.

- 1) Brief Rules Governing Election of Directors.
- 2) Schedule of Election.
- 3) Nomination Form.
- 4) Notice of interest under section 184 (1) in Form MBP-1 and Declaration under section 164 (2) in the Form DIR-8.
- 5) Consent in form DIR-2.
- 6) Entitled to vote

Date: 04.12.2023

By Order of the Board of Directors
For National Internet Exchange of India

Registered Office:

National Internet Exchange of India
9th Floor, B-Wing, Statesman House,
Barakhamba Road, Connaught Place
New Delhi-110001



(Dr. Devesh Tyagi)
CEO and Director, NIXI

National Internet Exchange of India

9th Floor, B-Wing, Statesman House, 148, Barakhamba Road, New Delhi-110 001, India
Tel.: +91+11+48202000 | Fax: +91+11+48202013

BRIEF RULES GOVERNING ELECTION OF DIRECTORS

A Person, who is representative of ordinary member as per article 2(c) of the Articles of Association of the company, duly authorised to file his candidature, may give a notice in writing to the Company not less than fourteen (14) days before a general meeting about his candidature as an Elected Director. The members have to authorize his representative by nominating the individual in the prescribed proforma. Such notice shall be accompanied with a deposit of five hundred rupees, which shall be refunded to such person or, as the case may, to such member, if the person is elected as a Director or gets more than twenty-five per cent of total valid votes cast. The nomination will be required to be made in the form Annexed.

Notice of nomination will be given in writing to the company in a sealed envelope marked to Shri Tanuj Vohra, Corporate Consultant C/o National Internet Exchange of India, 9th Floor, B-Wing, Statesman House, Barakhamba Road, Connaught Place, New Delhi-110001, atleast 14 clear days before the meeting along with a deposit of Rs. 500/-. Notice can be given by:

- a) A person signifying his candidature for appointment as director at the general meeting; or
- b) A member signifying his intention to propose another person as director; or
- c) In case of a proposal by a corporate member, the notice should be signed by the representative appointed under section 113 or any other person duly authorized.

Election Process:

(i) Prior to the holding of any General Meeting, the Board of Directors of NIXI shall appoint a body of two independent persons, as per provisions of the Companies Act, 2013, so far as applicable to scrutinize the nomination papers received from Ordinary Members and the ballot papers. Such body may reject nominations, which, in its opinion, are invalid.

(ii) (a) The Company shall send the ballot papers by Speed or registered post to the ordinary members permitted to vote by post, as decided by the Board of Directors, on a specified date.

(b) Where a ballot paper sent by post under sub-clause (a) are damaged in transit or are for any reason returned undelivered, the company may reissue the same by

(c) Speed or registered post or deliver them to the voter on his applying for the same and submitting sufficient proof of damage or non-delivery.

(d) The postal ballot paper received under clause (a) above shall, if he desires to vote, be returned by the voter, on a specified date as the Board of Directors decided.

(iii) The maximum number of nominations that can be received shall be 15 only. Provided that in the event of receipt of more than 15 nominations, the first 15 nominations determined on the basis of date and time of receipt shall be taken into consideration.

(iv)(a) For the purpose of election, each ordinary member / representative of it shall have a right to one vote for one candidate subject to limit prescribed in the Articles of Association of the company i.e.7 (Seven).

(b) A representative of the ordinary member is eligible to vote in an election if he/ she has a copy of authorization letter and one copy of it has already been submitted to the company at least 2 days before the date of election.

(c) For each vote that an ordinary member is entitled to cast, one ballot paper will be issued to the authorized representative of the ordinary member. In one ballot paper, a member shall not cast the vote for more than seven candidates. He shall have as many preferences as there are candidates.

(d) The members need to rank the candidates in order of preference 1, 2, 3, --- 7; Members should ensure that same ranking is not repeated to more than one candidate, failing which his ballot paper is treated as invalid.

(e) The ordinary member in order to cast his vote: -

- shall place on his ballot paper the number 1 or ('one') in the box (space) opposite to the name of the candidate whom he desires to vote; and
- may, in addition, place on his ballot paper the number 2, or the numbers 2 and 3 or the numbers 2, 3 and 4 or (in words) and so on in the box (space) opposite to the names of other candidates in the order of his preference, up to the maximum of 7 numbers or as specified in the Articles of Association of the Company.
- May put 'X' against whom he has not mentioned any preference.

(v) A voting paper shall not be valid for:

(a) the name or identity of the member exercising the vote is wrongly given in the Voting paper; or

b) a member casts more votes than he is entitled to.

(vi) If an Ordinary Member challenges the validity of the election of any particular candidate, it/he shall notify its/his objection to the CEO of the Company and decision in this regard shall be taken by the Board.

(vii)(a) A candidate may withdraw his candidature by giving a notice in his own hand, duly signed by him and have delivered it to the NIXI office any time before 05:00 P.M. on the last date as notified.

(b) No candidate who has given a notice of withdrawal of his candidature under sub-rule (a) shall be allowed to cancel such withdrawal.

(viii) The names of candidates who have withdrawn their candidature shall be omitted from the list and the final list of nominations shall be intimated to all the candidates and members by e-mail.

(ix) The duly sealed poll/ ballot paper shall be sent through post/courier/ hand delivery at the registered office of the company marked to Shri Tanuj Vohra, Corporate Consultant C/o National Internet Exchange of India, 9th Floor, B-Wing, Statesman House, Barakhamba Road, Connaught Place, New Delhi-110001.

(x) The scrutinizers will check the particulars given in the poll sheet/ ballot papers by the members with the Register of Members and will submit their report to the Chairman.

Procedure for counting of votes and declaration of results

(1) On the date, time and place for the purpose of counting of votes shall follow the following steps:

a) allow the candidates and their authorized representatives, present at the counting, an opportunity to inspect the envelop received by the company and their seals for satisfying themselves that they are in order.

b) proceed as follows -

(i) The envelope containing the ballot paper if found to be in order, it shall be opened, the ballot papers are taken out from them, counted and the number thereof shall be recorded in a statement.

(ii) The ballot papers shall be examined and any invalid ballot papers shall be rejected by the scrutinizers so appointed.

iii) Before rejecting any Ballot paper, the candidate or his representative present shall be allowed a reasonable opportunity to inspect the ballot paper but shall not allow him to physically touch/handle it or any other ballot paper.

(iv) on every rejected ballot paper the word "Rejected" and the grounds of rejection shall be written.

(v) All ballot papers rejected shall be bundled together.

(vi) Procedure in case of a tie:

1) Where after counting of votes, a tie is found to exist between any candidates then the person who has received larger number of first preference votes shall be considered to have received an additional vote and shall be declared to be duly elected.

2) If it is not possible to declare a candidate elected even after operation of sub-clause (1) then lots shall be drawn between the candidates in a tie and the successful candidate who will receive an additional vote, shall be declared to be duly elected.

(vii) The remaining ballot papers shall be counted and the Chairman will announce the results of the election which shall be deemed to be valid.

Schedule of Election

S. No.	Days	Dates	Remark
1	Monday	04.12.2023	To dispatch the notice of Election with nomination form.
2	Monday	11.12.2023	Last date of receiving the nomination forms with the consent letter in form DIR-2, Notice of Interest under section 184 of the Companies Act, 2013 in Form MBP-1, & Declaration under section 164 of the Companies Act, 2013 in Form DIR-8 and one passport photograph.
3	Thursday	14.12.2023	To scrutinize the nomination forms
4	Thursday	14.12.2023	Last date for withdrawing the Nomination Form.
5	Friday	15.12.2023	To intimate the final list of the candidates and dispatch the ballot papers.
6	Tuesday	26.12.2023	Last date for receiving the ballot papers in the sealed envelope.
7	Tuesday	26.12.2023	To open the sealed envelope ballot papers and submission of scrutinizers report.
8	Wednesday	27.12.2023	To declare the result and appoint the new elected directors.

ANNEXURE- A

[To be submitted on the letterhead of the Ordinary Member]

NOMINATION FORM

I, _____ (Name), representing _____ (Name of member and address), being a member of NATIONAL INTERNET EXCHANGE OF INDIA, intend to stand for election to the Board of Directors of the NIXI, scheduled to be held on Wednesday, the 27th day of December, 2023 at 04:00 p.m. at Ministry of Electronics & Information Technology (MeitY), Conference Room 1007, Electronics Niketan, 6, CGO Complex, Lodhi Road, New Delhi —110003. My nomination form, duly nominated by a member of the company with a cheque/DD No. _____ dated _____ drawn on _____ for Rs. 500/- are enclosed.

Signature of Candidate

Name of Candidate

Designation of Candidate

Member's Name

Date

Authorization:

I, _____ being authorized by the _____ do hereby nominate _____ as representative of _____ for the election to the Board of Directors of NIXI to be held on Wednesday, the 27th December, 2023 at 04:00 p.m. at Ministry of Electronics & Information Technology (MeitY), Conference Room 1007, Electronics Niketan, 6, CGO Complex, Lodhi Road, New Delhi —110003.

Signature

Name

Designation

FORM MBP - 1

Notice of interest by director

[Pursuant to section 184(1) and rule 9(1) of Companies (Meetings of Board and Its Powers) Rules, 2014]

To
The Board of Directors
National Internet Exchange of India
9th Floor, B-Wing, Statesman House,
Barakhamba Road, Connaught Place
New Delhi-110001

Dear Sir(s),

I, _____, S/o / D/o _____, resident of _____ being a Director in the Company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

Sr. No	Name of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Share holdings	Date on which interest or concern arose / changed
1				
2				
3				
4				
5				

Signature

Name

DIN

Place:

Date:

List of Relatives as per the provisions of Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definitions Details) Rules, 2014

Sl. No.	Relationship	Name	Address
1.	Members of HUF		
2.	Husband or Wife		
3.	Father (including step father)		
4.	Mother (including Step Mother)		
5.	Son (including step son)		
6.	Son's wife		
7.	Daughter		
8.	Daughter's husband		
9.	Brother (including Step Brother)		
10.	Sister (including step-sister)		

Signature: _

Name:

DIN:

Place:

Date:

FORM 'DIR-8'

Intimation by Director

[Pursuant to Section 164(1) or 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company: 120999

Nominal Capital Rs: 0

Paid-up Capital Rs: 0

Name of Company: National Internet Exchange of India

Address of its Registered Office: 9th Floor, B-Wing, Statesman House,
Barakhamba Road, Connaught Place, New Delhi-110001The Board of Directors of
National Internet Exchange of India

Dear Sir(s),

I, _____, S/o / D/o _____, resident of _____ being a Director in the Company, hereby give notice that I am/was a director in the following companies during the last three years:

Sl. No.	Name of the Company	Date of Appointment	Date of Cessation
1			
2			
3			
4			
5.			

I further confirm that I have not incurred disqualification under section 164(1) or section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Or

I further confirm that I have incurred disqualification -

(A) under section 164(1) on the following ground(s) in the previous financial year;
or

(B) under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director:

Sl. No.	Name of the Company	Date of Appointment	Date of Cessation
1			
2			
3			

Dated:

Signature

Name:

DIN:

Form DIR-2

Consent to act as a director of a company

(Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To

National Internet Exchange of India
Address: 9th Floor, B-Wing, Statesman House,
Barakhamba Road, Connaught Place, New Delhi -110001

Subject: Consent to act as a director.

I _____ hereby give my consent to act as director of National Internet Exchange of India, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013

1. Director Identification Number (DIN) active as per MCA
2. Name (in full):
3. Father's Name (in full):.
4. Address:
5. E-mail id
- 6 Mobile no.
7. Income-tax PAN.
8. Occupation
9. Date of birth
10. Nationality:

11. a) No. of companies in which I am already a Director:

b) Names of the companies out of above companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager:

S.No.	Name of the Company	Designation
1		
2		
3		

12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. Specifically state NIL if none:

DECLARATION

- i) I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.
- ii) I further declare that –

I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director; ☐

or

I am required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director and the same has been obtained and is attached. ☐

Date:

Place:

Signature:

Designation:

Attachments:

1. Proof of identity (Self-attested PAN card);
2. Proof of residence (Self-attested Aadhar Card/ Passport /Driving Licence/Latest Bank statement);

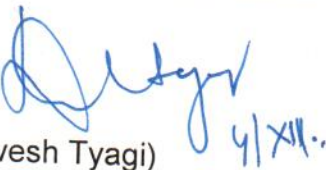
Entitled to vote

All Members,
Sir,

As per Article 14 of the Articles of Association, no member shall be entitled to vote at any general meeting unless all sums, presently payable by him to the company, have been paid.

In view of it, all the members of the Company are requested to deposit the due amount, if any, as on 31st October, 2023 before 07th December, 2023, with the Company.

With regards
For National Internet Exchange of India


(Dr. Devesh Tyagi)
CEO and Director, NIXI



National Internet Exchange of India

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