



NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th (Twenty Seventh) Annual General Meeting of Nokia India Private Limited ("the Company") will be held on Monday, 19 September 2022 at 3.00PM IST at Flat No 1213, 12th Floor, Kailash Building, 26 Kasturba Gandhi Marg, Central Delhi -110001, India to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended 31 March 2022 together with the Auditor's Report and Board's Report

SPECIAL BUSINESS:

2. **APPOINTMENT OF MS. SHIVANI AGARWAL (DIN: 09457806) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and such other provisions as may be applicable, Ms. Shivani Agarwal (DIN: 09457806) be and is hereby appointed as a Director on the Board of Directors of the Company with immediate effect;

RESOLVED FURTHER THAT the necessary consent and disclosure documents received from Ms. Shivani Agarwal (DIN: 09457806) such as Form DIR 2 and Form DIR 8 be and are hereby noted and taken on record;

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable in this regard and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the concerned Registrar of Companies, and also file necessary intimations with the bankers, statutory authorities and such other places as may be required."

3. **APPOINTMENT OF MR. ANKUR GUPTA (DIN: 09457753) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and such other provisions as may be applicable, Mr. Ankur Gupta (Din: 09457753) be and is hereby appointed as a Director on the Board of Directors of the Company with immediate effect;

NOKIA INDIA PRIVATE LIMITED
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Email: accounting.nipl@nokia.com

www.nokia.com

CIN: U74899DL1995PTC068904

Regd. Office:

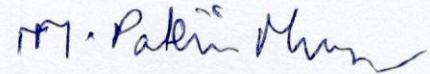
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Tel :+91 011 - 43505301
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RESOLVED FURTHER THAT the necessary consent and disclosure documents received from Mr. Ankur Gupta (Din: 09457753) such as Form DIR 2 and Form DIR 8 be and are hereby noted and taken on record;

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable in this regard and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the concerned Registrar of Companies, and also file necessary intimations with the bankers, statutory authorities and such other places as may be required."

**By Order of the Board
For Nokia India Private Limited**



**Pakkiri Murugan Mani Pakkiri
Director
DIN: 07613647**

**Place: Chennai
Date: 05.09.2022**

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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of this Notice as Annexure I.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and the proxy so appointed need not be a member of the company.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Proxy Form is enclosed.
4. The instrument appointing the proxy in order to be effective must reach at the Registered Office of the Company not less than 48 hours before the time fixed for meeting.
5. Corporate member(s) intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The relevant Statutory Registers such as Register of Contracts in which Directors are interested and contracts and arrangements with related parties of the Company along with all other documents referred herein in this Notice will be available for inspection by the members at the ensuing Annual General Meeting and such Registers or copies thereof will also be available for inspection in physical form on all working days except Saturdays, during business hours at the Registered Office, upto the date of ensuing Annual General Meeting of the Company.
7. Route Map of the venue of the Annual General Meeting forms part of this notice.
8. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

**By Order of the Board
For Nokia India Private Limited**

**Pakkiri Murugan Mani Pakkiri
Director
DIN: 07613647**

**Place: Chennai
Date: 05.09.2022**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2:

APPOINTMENT OF MS. SHIVANI AGARWAL (DIN: 09457806) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

The Board had appointed Ms. Shivani Agarwal (Din: 09457806) as an Additional Director (Non-Executive) on the Board of the Company with effect from 05 January 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, to hold office up to the date of ensuing Annual General Meeting of the Company. Your Board considers that the association and continuation of Ms. Shivani would be of immense benefit to the Company and hence, it is desirable to continue and confirm her appointment as Director of the Company. Accordingly, pursuant to the provisions of section 152 of the Companies Act, 2013 and rules framed thereunder, the Board recommends the resolution in relation to appointment of Ms. Shivani as Director, for the approval by the shareholders of the Company.

The Company has received the consent to act as Director in Form DIR-2 and the disclosure documents in Form DIR-8 from Ms. Shivani Agarwal. The above-mentioned documents are available for inspection.

None of the Directors or their relatives except Ms. Shivani Agarwal (DIN: 09457806) (being appointee) is/ are any way, concerned or interested, financial or otherwise, in the proposed resolution if any. We further wish to state that your Company has not employed any relative of the Director and accordingly, there is no monetary or other interest of the relative(s) of the Directors with respect to passing the resolution relating to above said appointment of Ms. Shivani as Director on the Board of Directors of the Company. The Board of Directors of your Company, therefore, recommend the passing of the Ordinary Resolution as set out in the item no. 2 of this Notice.

Further, details of the proposed Director as required under Secretarial Standard-2 issued by Institute of Company Secretaries of India are as under:

Name (in full)	Ms. Shivani Agarwal
Father's Name (in full)	Mr. Padam Chand Jain
Address	C 3/23 Janakpuri, Janakpuri B-1 Rajouri Garden, West Delhi West Delhi - 110058
Shareholding in the Company	Nil
Qualification	B.COM, MBA
Experience	26yrs
Occupation	Servicewoman



Age	52 years
Date of first appointment on the Board	05 January 2022
Terms and conditions of appointment or re-appointment along with remuneration sought to be paid	As per appointment letter
Inter-se Relationship with other Directors/ KMP/ Manager	Nil
Directorships held in Other Companies in India	Comptel Communications India Private Limited
Chairman/ Member of Committee of the Board of other Companies in which they are director	Nil
Terms and Conditions of Appointment / Reappointment and Remuneration Last Drawn	The Director shall hold office with immediate effect and is governed with the provisions of the Companies Act, 2013 Not Applicable
Number of Board Meetings attended during the Financial Year 2021-22 (Total 4 Board Meetings were held during the Financial Year)	1

ITEM NO. 03:

APPOINTMENT OF MR. ANKUR GUPTA (DIN: 09457753) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

The Board had appointed Mr. Ankur Gupta (Din: 09457753) as an Additional Director (Non-Executive) on the Board of the Company with effect from 05 January 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, to hold office up to the date of ensuing Annual General Meeting of the Company. Your Board considers that the association and continuation of Mr. Ankur would be of immense benefit to the Company and hence, it is desirable to continue and confirm his appointment as Director of the Company. Accordingly, pursuant to the provisions of section 152 of the Companies Act, 2013 and rules framed thereunder, the Board recommends the resolution in relation to appointment of Mr. Ankur as Director, for the approval by the shareholders of the Company.

The Company has received the consent to act as Director in Form DIR-2 and the disclosure documents in Form DIR-8 and MBP-1 from Mr. Ankur Gupta. The above-mentioned documents are available for inspection.

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None of the Directors or their relatives except Mr. Ankur Gupta (Din: 09457753) (being appointee) is/ are any way, concerned or interested, financial or otherwise, in the proposed resolution if any. We further wish to state that your Company has not employed any relative of the Director and accordingly, there is no monetary or other interest of the relative(s) of the Directors with respect to passing the resolution relating to above said appointment of Mr. Ankur as Director on the Board of Directors of the Company. The Board of Directors of your Company, therefore, recommend the passing of the Ordinary Resolution as set out in the item no. 3 of this Notice.

Further, details of the proposed Director as required under Secretarial Standard-2 issued by Institute of Company Secretaries of India are as under:

Name (in full)	Mr. Ankur Gupta
Father's Name (in full)	Mr. Jai Narain Gupta
Address	Tower 8, Flat 004, Orchid Petals Sohna Road, Sector 49, South City – II Gurgaon Haryana - 122018
Shareholding in the Company	Nil
Qualification	B.COM, CA
Experience	20yrs
Occupation	Service
Age	45 years
Date of first appointment on the Board	05 January 2022
Terms and conditions of appointment or re-appointment along with remuneration sought to be paid	As per appointment letter
Inter-se Relationship with other Directors/ KMP/ Manager	Nil
Directorships held in Other Companies in India	Nil
Chairman/ Member of Committee of the Board of other Companies in which they are director	Nil

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Terms and Conditions of Appointment / Reappointment and Remuneration Last Drawn	The Director shall hold office with immediate effect and is governed with the provisions of the Companies Act, 2013 Not Applicable
Number of Board Meetings attended during the Financial Year 2021-22 (Total 4 Board Meetings were held during the Financial Year)	1

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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Flat No 1213, 12th Floor, Kailash Building, 26 Kasturba Gandhi Marg, Central Delhi -110001, India



Weblink:

[https://www.google.co.in/maps/dir/Indira+Gandhi+International+Airport+\(DEL\),+New+Delhi,+Delhi/Kailash+Building,+Airticketsindia\(P\)Ltd.,+26,+KG+Marg,+Barakhamba,+New+Delhi,+Delhi+110001/@28.5897182,77.0958756,12z/data=!3m1!4b1!4m13!4m12!1m5!1m1!1s0x390d1b85fc2a2d89:0xbef376182c43ed9d12m2!1d77.0999578!2d28.5561624!1m5!1m1!1s0x390cfd3420353f79:0x5ef1d8497537217c!2m2!1d77.221843!2d28.629231](https://www.google.co.in/maps/dir/Indira+Gandhi+International+Airport+(DEL),+New+Delhi,+Delhi/Kailash+Building,+Airticketsindia(P)Ltd.,+26,+KG+Marg,+Barakhamba,+New+Delhi,+Delhi+110001/@28.5897182,77.0958756,12z/data=!3m1!4b1!4m13!4m12!1m5!1m1!1s0x390d1b85fc2a2d89:0xbef376182c43ed9d12m2!1d77.0999578!2d28.5561624!1m5!1m1!1s0x390cfd3420353f79:0x5ef1d8497537217c!2m2!1d77.221843!2d28.629231)

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ATTENDANCE SLIP

(To be handed over on the registration counter at the entrance of the meeting venue)

27th (Twenty Seventh) Annual General Meeting – Monday, 19 September 2022

Sl. No.	Particulars	Details
01	Full Name and Registered Address of the Member (In BLOCK LETTERS)	
02	Full name of the Proxy (In BLOCK LETTERS)	
03	Folio No. of the member	
04	No. of Equity Shares held	

I / We, being the Registered Shareholder / Proxy for the Registered Shareholder* of the Company, hereby record my / our presence at the 27th (Twenty Seventh) Annual General Meeting of the Company held on Monday, 19 September 2022 at 3.00PM IST at Flat No 1213, 12th Floor, Kailash Building, 26 Kasturba Gandhi Marg, Central Delhi -110001, India and at any adjournment(s) thereof.

Member's / Proxy's Signature

* Strike off whichever is not relevant

Note 1: Members are requested to bring their copy of the Company's Financial Statements, Board's Report and Auditor's Report along with this attendance slip at the Annual General Meeting.

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2. Name:
Address:
E-mail Id:
Signature:, or failing him

3. Name:
Address:
E-mail Id:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th (Twenty Seventh) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on Monday, 19 September 2022 at 3.00PM IST at Flat No 1213, 12th Floor, Kailash Building, 26 Kasturba Gandhi Marg, Central Delhi -110001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

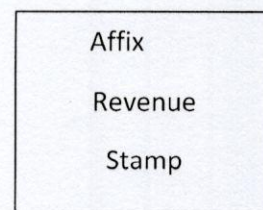
Resolution No.:

1. To consider and adopt the audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended 31 March 2022 together with the Auditor's Report and Board's Report
2. Appointment of Ms. Shivani Agarwal (DIN: 09457806) as a Director on the Board of Directors of the Company
3. Appointment of Mr. Ankur Gupta (DIN: 09457753) as a Director on the Board of Directors of the Company

Signed this day of _____ 2022

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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