

NOTICE

Notice is hereby given that the 14th (Fourteenth) Annual General Meeting of the Company will be held on Tuesday, 10 November 2020 at 2:00 PM IST at Plot 25, Electronic City, Udyog Vihar Phase IV, Sector 18, Gurugram, Haryana 122015 India at shorter notice (refer notes for details) to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO. 1**

To consider and adopt the audited Financial Statements for the financial year ended 31 March 2020 together with the Auditor's Report and Board's Report and their Annexures.

SPECIAL BUSINESS:**ITEM NO. 2****RATIFICATION AND CONFIRMATION OF REMUNERATION OF M/S. M. KULSHRESTHA & COMPANY – COST AUDITOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to section 148(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditor) Rules, 2014, the members hereby ratify the remuneration to be paid to M/s. M. Kulshrestha & Company, appointed by the Board of Directors of the Company as the cost auditors for Cost Maintenance and Cost Compliance Reports for the year ending 31 March 2021, as may be agreed between the cost auditor and the management;

RESOLVED FURTHER THAT any Director of the company/Company Secretary of the Company be and is hereby authorized to submit the necessary forms with Registrar of Companies and to do all such acts, things, deeds as may be required necessary to give effect to this resolution.”

**By order of the Board
For Nokia Solutions and Networks India Private Limited**

**Date: 03/11/20
Place: Gurugram**

Phone : +91-124-4504000

Fax : +91-124-4504999

Nokia Solutions and Networks India
Pvt. Ltd.

(formerly known as Nokia Siemens
Networks Pvt. Ltd.)

7th Floor, Tower A, Building No.9,
DLF Cybercity, Phase III
Gurgaon – 122002, Haryana, India

Corp Identity No.
U72900DL2006PTC155149

Regd. Address :

Nokia Solutions and Networks India
Pvt. Ltd.

1507 Regus Business Center
Eros Corporate Tower Level 15,
Nehru Place, New Delhi – 110019,
India

**Sanjay Ajmera
Director
DIN- 03065149**

NOTES:

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1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. Route Map of the venue of the Annual General Meeting forms part of this notice.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The consent of the members is received to hold the Annual General Meeting to hold at a place other than the Registered Officer/ or the or city, town or village in which the Registered Office is situated.

**By order of the Board
For Nokia Solutions and Networks India Private Limited**

Regd. Address :

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India

**Date: 3/11/20
Place: Gurugram**

**Sanjay Ajmera
Director
DIN- 03065149**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 2: RATIFICATION AND CONFIRMATION OF REMUNERATION OF M/S. M. KULSHRESTHA & COMPANY – COST AUDITOR OF THE COMPANY**

The Board has approved the appointment and payment of remuneration of the Cost Auditor M/s Kulshrestha & Company, Cost accountants, at a remuneration mutually agreed between the cost auditor and the management, to conduct the cost audit of the Company in accordance with Section 148 and other applicable provisions of the Companies Act, 2013 and rules made thereunder for the Financial Year 2020-21.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution mentioned at item no. 2 of the Notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the notice for ratification and confirmation of the remuneration payable to the M/s Kulshrestha & Company, Cost accountants - Cost Auditor of the company for the Financial Year 2020-21.

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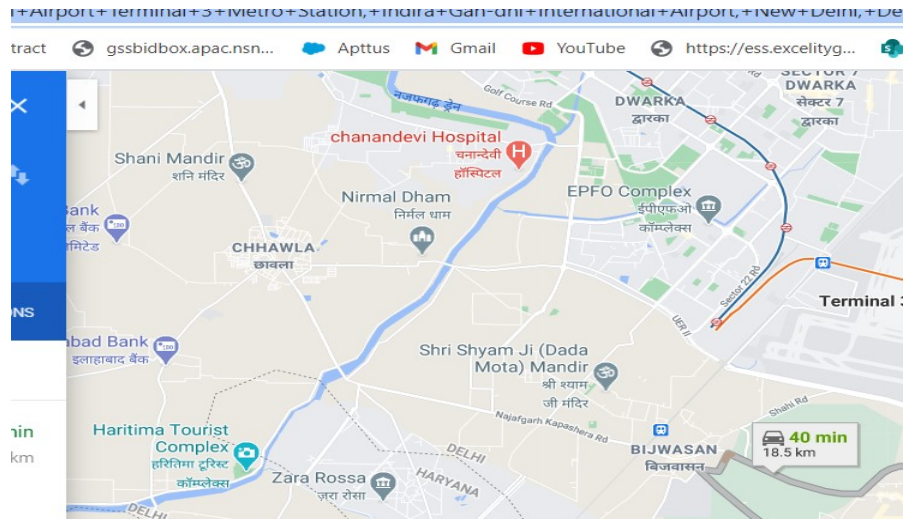
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India

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

**Plot 25, Electronic City, Udyog Vihar Phase IV, Sector 18, Gurugram, Haryana
122015 India**



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Weblink:

<https://www.google.co.in/maps/dir/IGI+Airport+Terminal+3+Metro+Station,+Indira+Gandhi+International+Airport,+New+Delhi,+Delhi/25,+Electronic+City,+Phase+IV,+Udyog+Vihar,+Sector+18,+Gurugram,+Haryana+122015/@28.5274603,77.0521451,13z/data=!3m1!4b1!4m14!4m13!1m5!1m1!1s0x390d1b9993a248df:0x28f954cbf617fd67!2m2!1d77.0844015!2d28.5550838!1m5!1m1!1s0x390d196e7812dded:0x8968a98bf0bea686!2m2!1d77.0702!2d28.500428!3e0>

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India

ATTENDANCE SLIP

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

14th (Fourteenth) Annual General Meeting – Tuesday, 10 November 2020

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	

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I / We, being the Registered Shareholder / Proxy for the Registered Shareholder* of the Company, hereby record my / our presence at the 14th (Fourteenth) Annual General Meeting of the Company held on Tuesday, 10 November 2020 at 2:00 PM IST at Plot 25, Electronic City, Udyog Vihar Phase IV, Sector 18, Gurugram, Haryana 122015 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.

Regd. Address :

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72900DL2006PTC155149
Name of the Company: Nokia Solutions and Networks India Private Limited
Registered office: 1507, Regus Business Centre, Eros Corporate Towers, Level 15, Nehru Place, New Delhi – 110019

Name of the member(s):
Registered address:
E-mail Id:
Folio No./ Client Id:
DP ID:

Phone : +91-124-4504000
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I/We, being the member(s) of shares of the above named Company, hereby appoint

- 1. Name:**
Address:
E-mail Id:
Signature:, or failing him
- 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 14th (Fourteenth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on the Tuesday, 10 November 2020 at 2:00 PM IST at Plot 25, Electronic City, Udyog Vi-har Phase IV, Sector 18, Gurugram, Haryana 122015 India and at any adjournment thereof in respect of such resolutions as are indicated below:

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India

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 2020 together with the Auditor's Report and Board's Report and its Annexures.**

Signed this day of November, 2020

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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