

NOTICE

Notice is hereby given that the 15th (Fifteenth) Annual General Meeting of the Company will be held on Monday, 11 October 2021 at 2:00 PM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India at shorter notice (refer notes for details) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements for the financial year ended 31 March 2021 together with the Auditor's Report and Board's Report and their Annexures.

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. PRATIK SHAH (DIN: 09063570) AS DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

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

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. Pratik Shah (DIN: 09063570) 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 Mr. Pratik Shah (DIN: 09063570) such as Form DIR 2 and Form DIR 8 be and are hereby noted and taken on record;

RESOLVED FURTHER THAT the Directors and Company Secretary 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. **RATIFICATION AND CONFIRMATION OF REMUNERATION OF M/S. M.K. KULSHRESTHA & ASSOCIATES – 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.K. Kulshrestha & Associates, 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 2022, as may be agreed between the cost auditor and the management;

RESOLVED FURTHER THAT any Director of the company/Company Secretary of

Regd. Address :

Nokia Solutions and Networks India Pvt. Ltd.

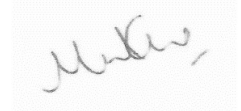
1507 Regus Business Center

Eros Corporate Tower Level 15,

Nehru Place, New Delhi – 110019, India

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: 6th October 2021
Place: Gurugram**

**Mukul Bajaj
Company Secretary
Membership Number – A33170**

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India

NOTES:

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 at shorter notice.

Phone: +91-124-4504000

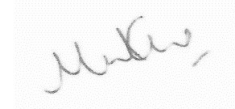
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**By order of the Board
For Nokia Solutions and Networks India Private Limited**



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Nokia Solutions and Networks India
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India

**Date: 6th October 2021
Place: Gurugram**

**Mukul Bajaj
Company Secretary
Membership Number – A33170**

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

ITEM 2: APPOINTMENT OF MR. PRATIK SHAH (DIN: 09063570) AS DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

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Your Board considers that the association and continuation of Mr. Pratik Shah would be of immense benefit to the Company and hence, it is desirable to continue and confirm the appointment of Mr. Pratik Shah 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. Pratik Shah as Director, for the approval by the shareholders of the Company.

Mr. Pratik Shah has provided his consent to act as Director and a declaration that he is not disqualified under the provisions of the Companies Act, 2013 to act as a Director of the Company.

Accordingly, your Directors seek your approval for appointment of Mr. Pratik Shah as Director of the Company.

Further, your Directors wish to inform you that none of the Directors or Key Managerial Personnel are holding any equity shares or financial interest in the resolution mentioned at **item no. 2 of the Notice**.

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. Pratik Shah as Director on the Board of Directors of the Company.

Further, details of the proposed Directors as required under Secretarial Standard-2 issued by ICSI are as under:

Name (in full)	Mr. Pratik Shah
Father's Name (in full)	Mr. Ram Kishan Shah
Address	Flat No T06, 20 B, 20th Floor, M3M, Golf Estate, Golf Course Extension Road, Sect, Gurgaon, Haryana - 122001, India
Shareholding in the Company	NIL
Qualification	Chartered Accountant
Experience	21 years

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Occupation	Service
Age	46 years
Date of first appointment on the Board	10 February 2021
Terms and conditions of appointment	As per the appointment letter
Inter-se Relationship with KMP/Directors/Manager	Not Applicable
Directorships held in Other Companies in India	NIL
Chairman/ Member of Committee of the Board of other Companies in which they are director	Not Applicable
Terms and Conditions of Appointment / Re-appointment 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 2020-21 (Total 5 Board Meetings were held during the Financial Year)	2

ITEM NO. 3: RATIFICATION AND CONFIRMATION OF REMUNERATION OF M/S. M.K. KULSHRESTHA & ASSOCIATES – COST AUDITOR OF THE COMPANY

The Board has approved the appointment and payment of remuneration of the Cost Auditor M/s M.K. Kulshrestha & Associates, 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 2021-22.

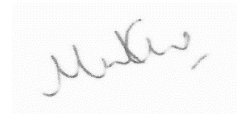
In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders of the Company.

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. **3 of the Notice**.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.3 of the notice for ratification and confirmation of the remuneration.

neration payable to the M/s M.K. Kulshrestha & Associates, Cost accountants -
Cost Auditor of the company for the Financial Year 2021-22.

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



**Date: 6th October 2021
Place: Gurugram**

**Mukul Bajaj
Company Secretary
Membership Number – A33170**

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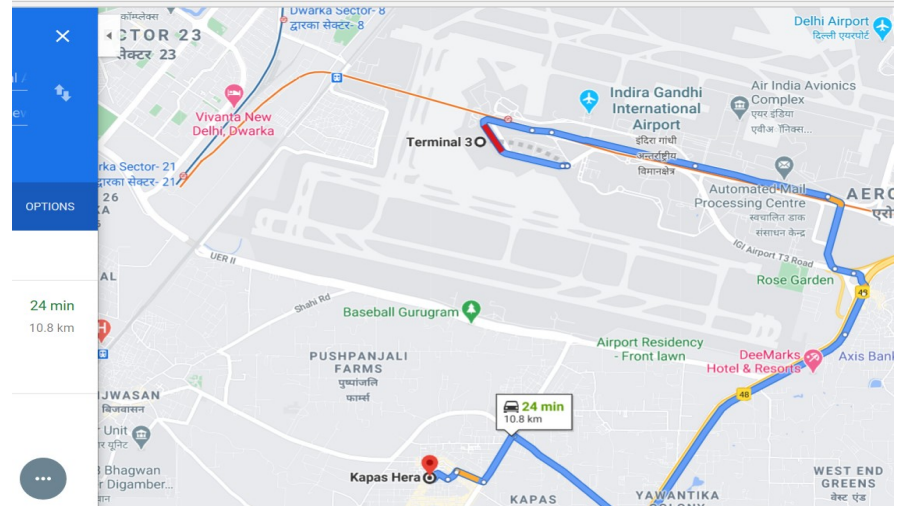
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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India

www.google.co.in/maps/dir/IGI+Airport+Terminal+3+Metro+Station,+Indira+Gandhi+International+Airport,+New+Delhi,+Delhi/Kapas+Hera,+Kapas+Hera+Extension,+New+Delhi,+Delhi/@28.5392289,77.0816698,14z/data=!3m1!4b1!4m14!4m13!1m5!1m1!1s0x390d1b9993a248df:0x28f954cbf617fd67!2m2!1d77.0844015!2d28.5550838!1m5!1m1!1s0x390d1be7697b4cc1:0xaa5438802f6a5895!2m2!1d77.079966!2d28.5261267!3e0



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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/Kapas+Hera,+Kapas+Hera+Extension,+New+Delhi,+Delhi/@28.5392289,77.0816698,14z/data=!3m1!4b1!4m14!4m13!1m5!1m1!1s0x390d1b9993a248df:0x28f954cbf617fd67!2m2!1d77.0844015!2d28.5550838!1m5!1m1!1s0x390d1be7697b4cc1:0xaa5438802f6a5895!2m2!1d77.079966!2d28.5261267!3e0>

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ATTENDANCE SLIP

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

15th (Fifteenth) Annual General Meeting – Monday, 11 October 2021

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 15th (Fifteenth) Annual General Meeting of the Company held on Monday, 11 October 2021 at 02:00 PM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 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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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

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

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 15th (Fifteenth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on the Monday, 11 October 2021 at 02:00 PM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 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 2021 together with the Auditor's Report and Board's Report and its Annexures.
2. Appointment of Mr. Pratik Shah (DIN: 09063570) as Director on the Board of Directors of the Company

3. Ratification and confirmation of remuneration of M/S. M.K. Kulshrestha & Associates – Cost Auditor of the company

Signed this day of October 2021

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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