

**NOTICE**

Notice is hereby given that the 16<sup>th</sup> (Sixteenth) Annual General Meeting of the Company will be held on Friday, 30 September 2022 at 02:30 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:

Phone: +91-124-4504816

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

Email ID: countrycontrol-  
ling.india@nokia.com

**Regd. Address:**

Nokia Solutions and Networks India Pvt. Ltd.

1507 Regus Business Center

Eros Corporate Tower Level 15,

Nehru Place, New Delhi – 110019, India

Corp Identity No.

U72900DL2006PTC155149

**ORDINARY BUSINESS:**

1. To consider and adopt the audited Financial Statements for the financial year ended 31 March 2022 together with the Auditor's Report and Board's Report and their Annexures.
2. To consider and re-appoint M/s Deloitte Haskins and Sells LLP (Firm Registration no.: 117366W/W-100018) as the Statutory Auditors of the Company from the conclusion of this 16<sup>th</sup> (Sixteenth) Annual General Meeting till the conclusion of the 21<sup>st</sup> Annual General Meeting and to fix their remuneration

**SPECIAL BUSINESS:****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 of INR 4,00,000 as paid to M/s. M.K. Kulshrestha & Associates, cost auditors of the Company for the financial year ending 31 March 2022, as per the mutual agreement between the cost auditor and management of the Company;

**RESOLVED FURTHER THAT** any Director of the Company and Company Secretary of the Company be and is hereby severally 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**

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Fax: +91-124-4504999

Nokia Solutions and Networks India  
Pvt. Ltd.

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

**Date: 27<sup>th</sup> September 2022  
Place: Gurugram**

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

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## NOTES:

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Corp Identity No.  
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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 at shorter notice.

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

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**Date: 27<sup>th</sup> September 2022  
Place: Gurugram**

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signed by  
MUKUL BAJAJ  
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**Mukul Bajaj  
Company Secretary  
Membership Number – A33170**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3: RATIFICATION AND CONFIRMATION OF REMUNERATION OF M/S. M.K. KULSHRESTHA & ASSOCIATES – COST AUDITOR OF THE COMPANY**

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The Board has approved the appointment of M/s M.K. Kulshrestha & Associates, Cost accountants, as Cost Auditors of the Company for the financial year 2021-22, at the remuneration mentioned above in the notice of AGM.

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 members 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 payable to M/s M.K. Kulshrestha & Associates, Cost accountants - Cost Auditor of the company for the Financial Year 2022-23.

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

**Date: 27<sup>th</sup> September 2022  
Place: Gurugram**

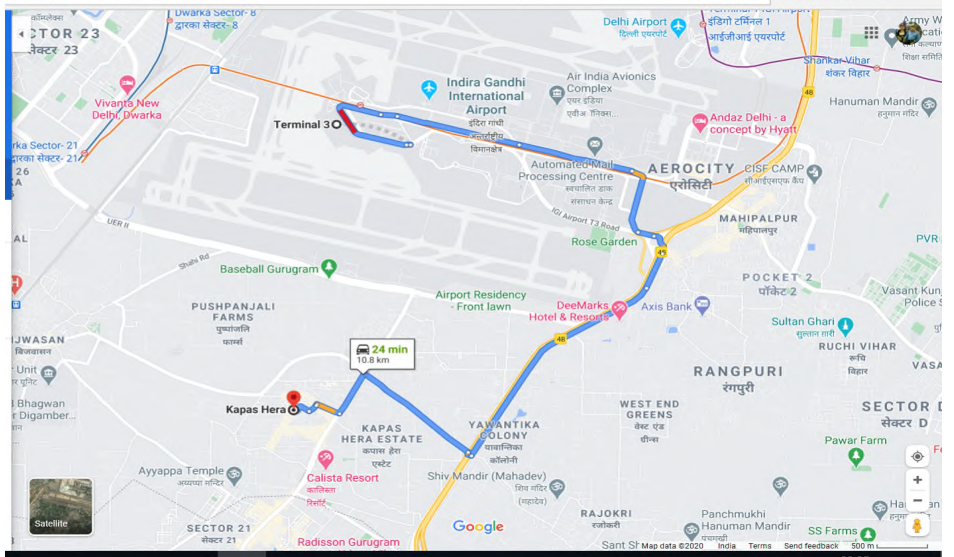
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20:04:17  
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**Mukul Bajaj  
Company Secretary  
Membership Number – A33170**

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

**KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 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/Kapas+Hera,+Kapas+Hera+Extension,+New+Delhi,+Delhi/@28.5392289,77.0816698,14z/data=!3m1!4m1!4m13!1m5!1m1!1s0x390d1b9993a248df:0x28f954cbf617fd6712m2!1d77.0844015!2d28.5550838!1m5!1m1!1s0x390d1be7697b4cc1:0xaa5438802f6a5895!2m2!1d77.079966!2d28.5261267!3e0>

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**ATENDANCE SLIP**

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

**16th (Sixteenth) Annual General Meeting – Friday, 30 September 2022**

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

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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 16<sup>th</sup> (Sixteenth) Annual General Meeting of the Company held on Friday, 30 September 2022 at 02:30 PM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India and at any adjournment(s) thereof at shorter notice.

**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.

**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 16<sup>th</sup> (Sixteenth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on the Friday, 30 September 2022 at 02:30 PM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India and at any adjournment thereof at shorter notice in respect of such resolutions as are indicated below:

Resolution No.:

1. To consider and adopt the audited Financial Statements for the financial year ended 31 March 2022 together with the Auditor's Report and Board's Report and their Annexures.



- 2. To consider and re-appoint M/s Deloitte Haskins and Sells LLP (Firm Registration no.: 117366W/W-100018) as the Statutory Auditors of the Company from the conclusion of from the conclusion of this 16<sup>th</sup> (Sixteenth) Annual General Meeting till the conclusion of the 21<sup>st</sup> Annual General meeting and to fix their remuneration
- 3. Ratification and confirmation of remuneration of M/S. M.K. Kulshrestha & Associates – Cost Auditor of the company

Signed this ..... day of September 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**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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