

NOTICE

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting of Nokia Solutions and Networks India Private Limited (the Company) will be held on Saturday, 30 September 2023 at 10:30 AM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India at shorter notice (refer notes to details) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements for the financial year ended 31 March 2023 together with the Auditor's Report and Board's Report and their Annexures.

SPECIAL BUSINESS:

2. 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 6,50,000 to be paid to M/s. M.K. Kulshrestha & Associates, as the cost auditors of the Company for the financial year ending 31 March 2024, as per the mutual agreement between the cost auditor and the 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.”

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SMITA KATIYAR (DIN: 07823372) AS DIRECTOR – EXECUTIVE ON THE BOARD OF DIRECTORS 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 the provisions of Sections 2 (94), 152, 164, 196 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including all or any statutory modification and amendments thereof and in accordance with the Articles of Association of the Company and as recommended by the Board, the consent of the members be and is hereby accorded for appointment of Ms. Smita Katiyar (DIN: 07823372) as a Director – Executive on the Board of Directors of the Company with effect from 30 June 2023 for a period of 5 consecutive years on such terms and conditions as mentioned in her appointment letter;

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the necessary consent in form DIR 2

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Regd. Address:

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as per section 152(5) of the Companies Act, 2013, and relevant rules made thereunder, disclosure in Form DIR 8 as per Section 164 (1) or Section 164 (2) and relevant rules made thereunder and notice of interest for disclosure of concern or interest in Form MBP-1 under Section 184 (1) of the Companies Act, 2013 read with relevant rules, as received from Ms. Smita Katiyar (DIN: 07823372) be and are hereby noted and taken on record;

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as are necessary, proper or desirable and to sign/ execute all necessary documents, applications and returns for the purpose of giving effect to his resolution including but not limited to filing of necessary e-Form(s) with the Registrar of Companies, Delhi and making required entries in the relevant Statutory Registers maintained by the Company.”

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

**Date: 20 September 2023
Place: Gurugram**

**Kanti Kiran Kare
Company Secretary
Membership number A36874**

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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 to hold the Annual General Meeting at a shorter notice is obtained from the members of the Company.

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

**Date: 20 September 2023
Place: Gurugram**

**Kanti Kiran Kare
Company Secretary
Membership number A36874**

Annexure I

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

ITEM NO. 2: 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, as 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 2023-24.

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. 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 M.K. Kulshrestha & Associates, Cost accountants - Cost Auditor of the company for the Financial Year 2023-24.

ITEM NO. 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SMITA KATIYAR (DIN: 07823372) AS DIRECTOR – EXECUTIVE ON THE BOARD OF DIRECTORS OF THE COMPANY

Ms. Smita Katiyar (DIN: 07823372) was appointed as an Additional Director - Executive of the Company with effect from 30 June 2023 for a period of five consecutive years which was subject to the approval of the shareholders at the Annual General Meeting.

Your Board considers that the association and continuation of Ms. Smita Katiyar would be of immense benefit to the Company and hence, it is desirable to continue and confirm her appointment as Director - Executive of the Company. Accordingly, the Board now recommends the resolution for her appointment as Director for the approval by the shareholders of the Company.

Ms. Smita Katiyar has provided her consent to act Director and disclosure documents required under the provisions of the Companies Act, 2013. These documents are available for inspection.

None of the Directors and Key Managerial Personnel or their respective relatives except Ms. Smita Katiyar (DIN: 07823372) is/ are any way, concerned or interested, financial or otherwise, in the resolution mentioned item no. 3 of this 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 ap-

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pointment of Ms. Smita Katiyar as a Director on the Board of Directors of the Company.

Accordingly, consent of the members are sought for passing of the Ordinary Resolution as set out in the item no. 3 of this Notice.

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

Name (in full)	Smita Katiyar
Father's Name	Hari Om Katiyar
Address	Tower 28, Flat No 0906, Paras Tiera, Sector 137, Shahdara, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201304, India
Shareholding in the Company	Nil
Qualification	LL.B. (Hons)
Experience	21 years
Occupation	Professional
Age	43
Date of first appointment on the Board	30 June 2023
Terms and conditions of appointment	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
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 and the terms and conditions mentioned in her appointment letter.
Number of Board Meetings attended during the Financial Year 2022-23 (Total 4 Board Meetings were held during the Financial Year)	Nil

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

**Date: 20 September 2023
Place: Gurugram**

**Kanti Kiran Kare
Company Secretary
Membership number A36874**

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



ATTENDANCE SLIP

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

17th (Seventeenth) Annual General Meeting – Saturday, 30 September 2023

I. 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 17th (Seventeenth) Annual General Meeting of the Company held on Saturday, 30 September 2023 at 10:30 AM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India at shorter notice 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 17th (Seventeenth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on the Friday, Saturday, 30 September 2023 at 10:30 AM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India at shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.:

1. To consider and adopt the audited Financial Statements for the financial year ended 31 March 2023 together with the Auditor's Report and Board's Report and their Annexures.
2. Ratification and confirmation of remuneration of M/S. M.K. Kulshrestha & Associates – Cost Auditor of the company
3. To consider and approve the appointment of Ms. Smita Katiyar (DIN: 07823372) as Director – Executive on the Board of Directors of the company

Signed this day of September 2023

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.

Affix
Revenue
Stamp



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