

## NOTICE

Notice is hereby given that the 18<sup>th</sup> (Eighteenth) Annual General Meeting of the Company will be held on Friday, 20 September 2024 at 11 AM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037, India (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 2024 together with the Auditor's Report and Board's Report and their Annexures.
2. To consider and declare the final dividend on equity shares of the Company for the Financial Year ended 31 March 2024.

### **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 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 2025, 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.”

#### **4. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. TARUN CHHABRA (DIN: 05322951) AS AN EXECUTIVE DIRECTOR 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 Mr. Tarun Chhabra (DIN: 05322951) as an Executive Director on the Board of Directors of the Company with immediate effect for a period of 5 consecutive years on such terms and conditions as mentioned in his appointment letter, as per Annexure A to the Notice of AGM;

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Phone: +91-124-4504816

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,

Email ID: [countrycontrol-ling.india@nokia.com](mailto:countrycontrol-ling.india@nokia.com)

#### **Regd. Address:**

Nokia Solutions and Networks India Pvt. Ltd.

1507 Regus Business Center,

Eros Corporate Tower Level 15,

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Corp Identity No.

U72900DL2006PTC155149

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**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the necessary consent in form DIR 2 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 Mr. Tarun Chhabra (DIN: 05322951) 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.”

**5. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARVINDPREET SINGH KHURANA (DIN: 10776365) AS AN EXECUTIVE DIRECTOR 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 Mr. Arvindpreet Singh Khurana (DIN: 10776365) as an Executive Director on the Board of Directors of the Company with immediate effect for a period of 5 consecutive years on such terms and conditions as mentioned in his appointment letter, as per Annexure B to the Notice of AGM;

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the necessary consent in form DIR 2 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 Mr. Arvindpreet Singh Khurana (DIN:10776365) 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.”

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

**Date 16<sup>th</sup> September 2024  
Place: Gurgaon**

**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. Final Dividend @ INR 56/- per equity share for the year ended 31 March, 2024 as recommended by the Board if declared at AGM will be payable to those members whose name appears on the Company's Register of Members at the close of business hours on 09 September 2024.
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.
9. The consent to hold the Annual General Meeting at a shorter notice is obtained from the members of the Company.

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

**Date: 16<sup>th</sup> September 2024  
Place: Gurgaon**

**Kanti Kiran Kare  
Company Secretary  
Membership number A3687**

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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**

The Board has approved the appointment and payment of remuneration to 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 2024-25.

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

**ITEM NO. 4: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. TARUN CHHABRA (DIN: 05322951) AS AN EXECUTIVE DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

Your Board considers that the association and continuation of Mr. Tarun Chhabra (DIN: 05322951) would be of immense benefit to the Company given his expertise and experience in the field. Accordingly, the Board, in its meeting held on 09 September 2024 has proposed to appoint Mr. Tarun Chhabra as an Executive Director on the Board of the Company.

Accordingly, your Board of Directors recommend his appointment for your consideration and approval.

Mr. Tarun Chhabra has provided his consent to act a Director and disclosure documents required under the provisions of the Companies Act, 2013. These documents are annexed with this notice as Annexure A.

None of the Directors and Key Managerial Personnel or their respective relatives except Mr. Tarun Chhabra (DIN: 05322951) is/ are in any way, concerned or interested, financial or otherwise, in the resolution mentioned item no. 4 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 appointment of Mr. Tarun Chhabra (DIN: 05322951) as a Director on the Board of Directors of the Company.

Accordingly, consent of the members is sought for passing of the Ordinary Resolution as set out in the item no. 4 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)	Mr. Tarun Chhabra
Father's Name	Mr. Jagdish Lal Chhabra
Address	Residential Unit 8–A, Building–9, The Hibiscus, Condominium Complex, Sector-50, Gurugram, Haryana-122009
Shareholding in the Company	Nil
Qualification	Master's in Business Administration
Experience	30+ years
Occupation	Service
Age	51
Date of first appointment on the Board	NA
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 effect from the date of his appointment till the end of 5 years from the date of appointment and is governed with the provisions of the Companies Act, 2013 and the terms and conditions mentioned in his appointment letter.
Number of Board Meetings attended during the Financial Year 2023-24	Nil

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**ITEM NO. 5: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARVINDPREET SINGH KHURANA (DIN:10776365) AS AN EXECUTIVE DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY**

Your Board considers that the association and continuation of Mr. Arvindpreet Singh Khurana (DIN:10776365) would be of immense benefit to the Company given his expertise and experience in the field. Accordingly, the Board, in its Resolution passed by circulation (CR-04/2024-25) on 16<sup>th</sup> September 2024 has proposed to appoint Mr. Arvindpreet Singh Khurana as an Executive Director on the Board of the Company.

Accordingly, your Board of Directors recommend his appointment for your consideration and approval.

Mr. Arvindpreet Singh Khurana has provided his consent to act a Director and disclosure documents required under the provisions of the Companies Act, 2013. These documents are annexed with this notice as Annexure B.

None of the Directors and Key Managerial Personnel or their respective relatives except Mr. Arvindpreet Singh Khurana (DIN:10776365) is/ are in any way, concerned or interested, financial or otherwise, in the resolution mentioned item no. 5 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 appointment of Mr. Arvindpreet Singh Khurana (DIN: 10776365) as a Director on the Board of Directors of the Company.

Accordingly, consent of the members is sought for passing of the Ordinary Resolution as set out in the item no. 5 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)	Mr. Arvindpreet Singh Khurana
Father's Name	Mr. Harjinder Singh
Address	Monada 3, Emaar Marbella Villas, Sector 66, Golf Course Extn Road, Gurgaon- 122101
Shareholding in the Company	Nil
Qualification	Bachelor's in Technology
Experience	27 years
Occupation	Private employment
Age	48 years
Date of first appointment on the Board	NA
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

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Terms and Conditions of Appointment / Reappointment and Remuneration Last Drawn	The Director shall hold office with effect from the date of his appointment till the end of 5 years from the date of appointment and is governed with the provisions of the Companies Act, 2013 and the terms and conditions mentioned in his appointment letter.
Number of Board Meetings attended during the Financial Year 2023-24	Nil

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

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**Date: 16<sup>th</sup> September 2024  
Place: Gurgaon**

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

7th Floor, Tower A, Building No.9,

DLF Cybercity, Phase III,  
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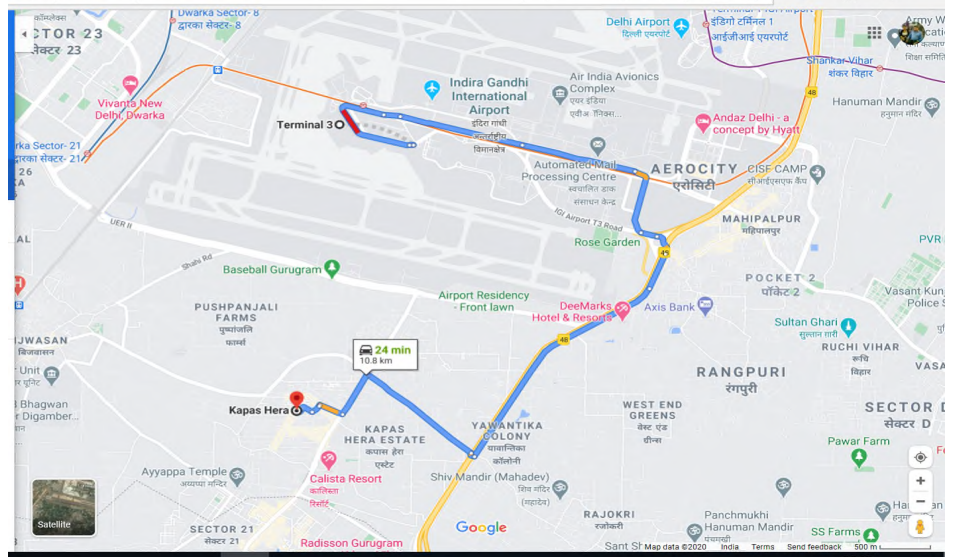
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## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

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



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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!4m1!4m13!1m5!1m1!1s0x390d1b9993a248df:0x28f954cbf617fd67!2m2!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)

### 18th (Eighteenth) Annual General Meeting – Friday, 20 September 2024

I. No.	Particulars	Details
<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 18th (Eighteenth) Annual General Meeting of the Company held on Friday, 20 September 2024 at 11:00 AM IST at KH No 37/11/37/28 Village Kapashera, CNG Station New Delhi 110037 India, and at any adjournment(s) thereof.

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### Member's / Proxy's Signature

\* Strike off whichever is not relevant

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**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 Com-  
pany, 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 18<sup>th</sup> (Eighteenth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on the Friday, 20 September 2024 at 11:00 AM 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 2024 together with the Auditor's Report and Board's Report and their Annexures.

2. To consider and declare the final dividend on equity shares of the Company for the Financial Year ended 31 March 2024.
3. Ratification and confirmation of remuneration of M/S. M.K. Kulshrestha & Associates – Cost Auditor of the company
4. To consider and approve the appointment of Mr. Tarun Chhabra (DIN: 05322951) as Executive Director on the board of directors of the Company.
5. To consider and approve the appointment of Mr. Arvindpreet Singh Khurana (DIN: 10776365) as Executive Director on the board of directors of the Company.

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Signed this ..... day of September 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**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.**