

BY SPEED POST

NOTICE

NOTICE is hereby given that 10th Annual General Meeting of the Members of Nextgen Telesolutions Private Limited (“the Company”) will be held on Monday, the 30th day of September, 2019 at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017 at 1:00 P.M. to transact the following business:

ORDINARY BUSINESS(S)

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 INCLUDING THE AUDITOR’S REPORT AND DIRECTORS’ REPORT THEREON;**
- 2. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF M/S. ARUN K GARG & ASSOCIATES, CHARTERED ACCOUNTANTS {FIRM REGISTRATION NO. 005543N} AS THE STATUTORY AUDITORS OF THE COMPANY FOR THE PERIOD OF 5(FIVE) YEARS COMMENCING FROM FINANCIAL YEAR 2019-20 TO FINANCIAL YEAR 2023-24 BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

“RESOLVED THAT pursuant to the provision of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all the other applicable provisions, if any, the Members of the Company be and hereby approve the re-appointment of M/s. Arun K Garg & Associates, Chartered Accountants {Firm Registration No. 005543N} as the Statutory Auditors of the Company to hold office for a period of 5(Five) Years commencing from Financial Year 2019-20 to Financial Year 2023-24 and to hold office from the conclusion to 10th Annual General Meeting of the Company till the Conclusion of 15th Annual General Meeting of the Company which is to be held in the year 2024, on such remuneration and terms as may be agreed upon between any one of the Directors of the Company in consultation with the Statutory Auditors of the Company.

SPECIAL BUSINESS(S)

- 3. APPOINTMENT OF MR. RAJENDER MOHAN MALLA AS REGULAR DIRECTOR OF THE COMPANY BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

“RESOLVED THAT Mr. Rajender Mohan Malla {DIN: 00136657 } who was appointed as an Additional Director of the Company by the Board of Directors at the Board Meeting dated 08.06.2019 with effect from 08.06.2019 and who is entitled to hold office as an Additional Director of the Company till the conclusion of the ensuing 10th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”), is eligible and hereby appointed as a Director of the Company, not be liable to retire by rotation pursuant to the provisions of Section 152 of the Act.”

4. APPOINTMENT OF MR. SANJAY BAWEJA AS REGULAR DIRECTOR OF THE COMPANY BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):

"RESOLVED THAT Mr. Sanjay Baweja {DIN: 00232126} who was appointed as an Additional Director of the Company by the Board of Director by the way of the resolution passed by circulation dated 02.08.2019 with effect from 01.08.2019 and who is entitled to hold office as an Additional Director of the Company till the conclusion of the ensuing 10th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"), is eligible and hereby appointed as a Director of the Company, not be liable to retire by rotation pursuant to the provisions of Section 152 of the Act."

5. APPOINTMENT OF MR. RAJINDER SHARMA AS REGULAR DIRECTOR OF THE COMPANY BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):

"RESOLVED THAT Mr. Rajinder Sharma {DIN: 00252490} who was appointed as an Additional Director of the Company by the Board of Director by the way of the resolution passed by circulation dated 09.08.2019 with effect from 02.08.2019 and who is entitled to hold office as an Additional Director till the conclusion of the ensuing 10th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"), is eligible and hereby appointed as a Director of the Company, not be liable to retire by rotation pursuant to the provisions of Section 152 of the Act."

For and on behalf of the Board of Directors
Nextgen Telesolutions Private Limited

SD/-
(Taron Mohan)
Director
DIN: 00287869

Date : 21.09.2019
Place: New Delhi

Address: 3rd Floor, Flat 48, Navjeevan Vihar,
New Delhi-110017

NOTES:

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 1.2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 1.3. A PROXY SHALL BE SENT IN FORM NO. MGT-11 AS ENCLOSED HERewith AND IN ORDER TO BE EFFECTIVE THE PROXY FORM MUST REACH AT THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 1.4. THE MEMBERS SHALL HAVE THE RIGHT TO INSPECT PROXIES AS LODGED WITH THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 105(8) OF THE COMPANIES ACT, 2013 FOR THE ENSUING ANNUAL GENERAL MEETING AND THE PROVISIONS OF SECTION 105(8) ARE REPRODUCED HEREIN BELOW.

“(8) EVERY MEMBER ENTITLED TO VOTE AT A MEETING OF THE COMPANY, OR ON ANY RESOLUTION TO BE MOVED THERE AT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING TWENTY-FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED NOT LESS THAN THREE DAYS’ NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.”

2. Members/Proxies should fill the Attendance slip/ Register for attending the Meeting.
3. The Article No. 42 (l) (iii) of the Articles of Association allows the Company to convene it’s General Meeting(s) by issuing a 7 days’ notice and the relevant extract of Article 42 (l) (iii) is reproduced herein below for ready reference:-

42(l)(iii) The General Meeting(s) may be convened in accordance with the provisions of Section 101 of the Companies Act, 2013 with due notice of 7 days or shorter notice and the said notice shall be circulated to all concerned including every Director as well as the Statutory Auditors of the Company either:-

a. Through physical mode by hand or by way of registered post or speed post; OR

- b. Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.*
 - c. Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.*
4. The Statutory Registers of the Company, namely Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection at the Registered Office of the Company at the venue of the ensuing Annual General Meeting scheduled to be held on Friday, the 27th day of September, 2019 from 10:00 A.M. till the conclusion of the Meeting.
5. All documents referred to in the notice and explanatory statement shall be open for inspection at the registered office of the Company on all working days, between 10:00 AM to 04:00 P.M. upto the date of the AGM.
6. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the AGM are requested to send their queries at least 48 hours in advance of the date of the AGM addressed to the undersigned at the following address: Nextgen Telesolutions Private Limited at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017.
7. The route map to the venue of the Meeting is annexed with the notice and forms an integral part of the notice. Further, the Registered Office of the Company is located at Navjeevan Vihar and an important landmark near the venue of AGM is Navjeevan Community Centre.

For and on behalf of the Board of Directors
Nextgen Telesolutions Private Limited

SD/-
(Taron Mohan)

Director

DIN: 00287869

Date : 21.09.2019
Place: New Delhi

Address: 3rd Floor, Flat 48, Navjeevan Vihar,
New Delhi-110017

Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.3

The Board of Directors at their Meeting held on 8th June, 2019 had appointed Mr. Rajender Mohan Malla as an Additional Director of the Company with effect from 8th June, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting of the Company.

It is now proposed to appoint Mr. Rajender Mohan Malla as a regular Director of the Company, not liable to retire by rotation, in pursuance of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting of the Company.

None of the Directors or any other key managerial personnel or their relatives except Mr. Rajender Mohan Malla, to the extent of his appointment as a Director, has got any concern or interest whether financial or otherwise, if any, in respect of the Ordinary Resolution proposed in Item No.3 of the accompanying Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company is not applicable, except the fact that the present resolution as stated at Item No.3 pertains to the appointment of Mr. Rajender Mohan Malla as a Director of the Company and is not in relation to any other Company.

The profile of Mr. Rajender Mohan Malla will be available for inspection at the venue of the ensuing Annual General Meeting scheduled to be held on 27.09.2019 from 10:00 A.M. till the conclusion of the Meeting.

The Board recommends the Ordinary Resolution for the approval of Members.

Item No.4

The Board of Directors had appointed Mr. Sanjay Baweja as an Additional Director of the Company by the way of resolution passed by circulation dated 2nd August, 2019 with effect from 1st August, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting of the Company.

It is now proposed to appoint Mr. Sanjay Baweja as a regular Director of the Company, not liable to retire by rotation, in pursuance of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting of the Company.

None of the Directors or any other key managerial personnel or their relatives except Mr. Sanjay Baweja, to the extent of his appointment as a Director, has got any concern or interest whether financial or otherwise, if any, in respect of the Ordinary Resolution proposed in Item No.4 of the accompanying Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company is not applicable, except the fact that the present resolution as stated at Item No.4 pertains to the appointment of Mr. Sanjay Baweja as a Director of the Company and is not in relation to any other Company.

The profile of Mr. Sanjay Baweja will be available for inspection at the venue of the ensuing Annual General Meeting scheduled to be held on 27.09.2019 from 10:00 A.M. till the conclusion of the Meeting.

The Board recommends the Ordinary Resolution for the approval of Members.

Item No.5

The Board of Directors had appointed Mr. Rajinder Sharma as an Additional Director of the Company by the way of resolution passed by circulation dated 9th August, 2019 with effect from 2nd August, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting of the Company.

It is now proposed to appoint Mr. Rajinder Sharma as a regular Director of the Company, not liable to retire by rotation, in pursuance of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting of the Company.

None of the Directors or any other key managerial personnel or their relatives except Mr. Rajinder Sharma, to the extent of his appointment as a Director, has got any concern or interest whether financial or otherwise, if any, in respect of the Ordinary Resolution proposed in Item No.5 of the accompanying Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company is not applicable, except the fact that the present resolution as stated at Item No.3 pertains to the appointment of Mr. Rajinder Sharma as a Director of the Company and is not in relation to any other Company.

The profile of Mr. Rajinder Sharma will be available for inspection at the venue of the ensuing Annual General Meeting scheduled to be held on 27.09.2019 from 10:00 A.M. till the conclusion of the Meeting.

The Board recommends the Ordinary Resolution for the approval of Members.

For and on behalf of the Board of Directors
Nextgen Telesolutions Private Limited

SD/-
(Taron Mohan)
Director
DIN: 00287869

Date :
Place:

Address: 3rd Floor, Flat 48, Navjeevan Vihar,
New Delhi-110017

NEXTGEN TELESOLUTIONS PRIVATE LIMITED
REGISTERED OFFICE: 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017

ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.	No. of Shares
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Name of the Shareholder _____

Address of the Shareholder _____

I hereby record my presence at the **10th ANNUAL GENERAL MEETING** of the Company held on Monday, the 30th day of September, 2019, at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017 at 01:00 P.M.

Please (v) in the box

MEMBER PROXY

Signature of the Shareholder/ proxy

*Applicable for investor holding shares in physical form.

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: U40106HR2014PTC052331
Name of the company: Nextgen Telesolutions Private Limited
Registered office: 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017
Name of the member (s)
Registered address
E-mail Id
Folio No/ Client 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 for me/us and on my/our behalf at the 10th Annual General Meeting/~~Extraordinary General Meeting~~ of the Company, to be held on Monday, the 30th day of September, 2019, at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017 at 01:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

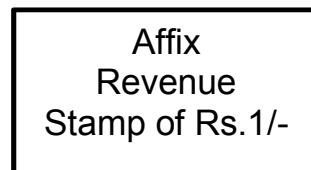
Resolution No.:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2019 including the Auditor's Report and Directors' Report thereon;
2. To consider and approve the re-appointment M/s. Arun K Garg & Associates, Chartered Accountants {Firm Registration No. 005543N} as the Statutory Auditors of the Company for the period of 5(Five) Year commencing from Financial Year 2019-20 to Financial Year 2023-24;
3. Appointment of Mr. Rajender Mohan Malla as regular Director of the Company by passing the following resolution as an Ordinary Resolution with or without modification(s):
4. Appointment of Mr. Sanjay Baweja as regular Director of the Company by passing the following resolution as an Ordinary Resolution with or without modification(s):
5. Appointment of Mr. Rajinder Sharma as regular Director of the Company by passing the following resolution as an Ordinary Resolution with or without modification(s):

Signed this..... day of..... 2019

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.

NOTICE is hereby given that 10th Annual General Meeting of the Members of Nextgen Telesolutions Private Limited ("the Company") will be held on Monday, the 30th day of September, 2019 at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017 at 1:00 P.M.

