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BY E-MAIL

NOTICE OF THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY

SHORTER NOTICE is hereby given that 11th Annual General Meeting of the Members of Nextgen Telesolutions Private Limited (**"the Company"**) will be held on Wednesday, the 30th day of December, 2020, at 5:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on ZOOM Platform to transact the following business(es). The venue of the meeting shall be deemed to be the Registered office of the Company i.e. at 48, 3rd Floor, Navjeevan Vihar, New Delhi – 110 017.

ORDINARY BUSINESS(S)

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 INCLUDING THE AUDITOR'S REPORT AND DIRECTORS' REPORT THEREON;**

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

Sd/-
(Taron Mohan)
Director
DIN: 00287869

Date : 24.12.2020
Place: New Delhi

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

NOTES:

1. The Article No. 42 (I) (iii) of the Articles of Association allows the Company to convene its General Meeting(s) by issuing a shorter notice of less than 7days and the relevant extract of Article 42 (I) (iii) is reproduced herein below for ready reference:-

42(I)(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.*

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at Registered office, in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the present AGM of the Company is being held through VC / OAVM on ZOOM Platform.
3. **THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. HENCE THE ATTENDANCE SLIPS ARE NOT ANNEXED TO THIS NOTICE.**
4. **The physical attendance of the Members has been dispensed in the frame work of holding Annual General Meeting through Video Conferencing. Hence, there is no requirement of appointment of proxies under Section 105 of the Companies Act, 2013 to attend and vote at a General Meeting and the facility of appointment of proxies will not be available at the Meeting.**

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates sent to Mr. Taron Mohan, Director of the Company by email through its registered email address to taron@nextgentele.in
7. In compliance with the aforesaid MCA Circulars, Financial Statements for the Financial Year ended 31st March, 2020, including Auditor's, Report, Board Reports and other documents required to be attached herewith, is being sent only through electronic mode to Members at the email addresses registered with the Company.
8. The Members at their Annual General Meeting held on 29th September, 2014 appointed M/s. Arun K Garg & Associates, Chartered Accountants {Firm Registration No. 005543N} as the Statutory Auditors of the Company for a period of Five Financial Years i.e. from the Financial Year 2014-15 up to the Financial Year 2018-19, subject to ratification by the Members in each of the Annual General Meeting during the intervening period of Five Years as per then prevailing law.

Thereafter, M/s. Arun K Garg & Associates, Chartered Accountants was further re-appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 30th September, 2019 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.

The requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the present Annual General Meeting for 2019-20.

9. The scanned copy of 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 e-inspection at the Annual General Meeting through sharing of screen mechanism on ZOOM Platform.

10. Facility of joining the AGM through ZOOM Platform shall open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time. A link for joining the AGM through the ZOOM Platform shall be shared in advance with the members.
11. The venue of the meeting is the Registered Office of the Company as the administrator/moderator will be conducting the ensuing meeting through the Registered Office of the Company on the ZOOM Platform. Accordingly the provision of Route map and landmark are not applicable on the Company.
12. The Company has got less than 500 Members and hence suitable arrangements shall be made and ensured in order to allow seamless participation of all the Members at the AGM through VC or OAVM on ZOOM Platform.
13. The facility to allow two way communication/teleconferencing or webex for the ease of participation of all the members shall be provided at the AGM.
14. A suitable arrangement shall be available to allow the participants to pose necessary questions either concurrently or the Members may submit their respective questions in advance through e-mail at taron@nextgentele.in
15. The notice of the General Meeting shall be circulated through e-mail to all the Members and all other persons who are entitled to receive the same, due to the prevailing lockdown.
16. The Chairman shall ordinarily conduct the business and consideration of all business items by show of hands **and oral consent**, unless a Poll is demanded and/or directed and the said Poll shall be conducted in terms of Section 109 of Companies Act, 2013. The Company at present has got less than 50 Members.
17. The Members are requested to convey their vote only by sending email at taron@nextgentele.in through their email address registered with the Company, if the poll is required to be taken during the meeting on any resolution.

18. The Company shall maintain due confidentiality and privacy of the password and access of the said email id taron@nextgentele.in in order to protect the data of the Members.
19. The AGM shall be conducted through VC or OAVM on ZOOM Platform and the interface of ZOOM platform is quite user friendly and still if any Members needs any kind of assistance, he may contact Mr. Taron Mohan, Director of the Company at taron@nextgentele.in or at Mobile No. 9811067807. The copy of the MCA Circulars is annexed with this notice and forms an integral part of this notice.
20. The Chairman of the meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
21. The Company has not appointed any Independent Director and further is not required or mandated to appoint an Independent Director. Further the Statutory Auditors or their Authorized Representative, who is qualified to act as a Statutory Auditor, shall attend the AGM through the ZOOM Platform.
22. The Company shall record and preserve the audio video recording or transcript of the AGM to be held through VC or OAVM on ZOOM Platform.
23. It shall be convenient for all Members to attend the AGM through the VC or OAVM on ZOOM Platform.
24. All the resolution passed at the AGM shall be filed with the office of Registrar of Companies, NCT of Delhi.

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

Sd/-
(Taron Mohan)
Director
DIN: 00287869

Date : 24.12.2020
Place: New Delhi

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