

By speed post/~~E-mail~~

NOTICE

Notice is hereby given that the 8th (Eighth) Annual General Meeting of the Members of **Nextgen Telesolutions Private Limited** will be held on Saturday, the 17th Day of February, 2018 at 11:00 A.M. at the Registered office of the Company at 48, 3rd Floor, Navjeevan Vihar, New Delhi - 110 017 to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial statement for the Financial Year ended on 31st March, 2017 including Auditors' and Directors' report thereon.
2. To ratify the appointment of M/s. Arun K. Garg & Associates, Chartered Accountants {Firm Registration No.005543N} as the Statutory Auditor of the Company by passing the following resolution as an **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the Provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the appointment of M/s. Arun K. Garg & Associates, Chartered Accountants {Firm Registration No.005543N} as the Statutory Auditor of the Company for the Financial Year 2017-18 be and is hereby ratified, who shall hold office till the Conclusion of the 9th Annual General Meeting at such remuneration as may be decided by any one of the Director of the Company in consultation with the Statutory Auditor of the Company".

SPECIAL BUSINESS

3. To consider & approve entering into an IPR Licensing Agreement with Mobipay Securiservices Private Limited by passing the following resolution as an **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof) read with Rule 15 of the Companies (Meetings of Board & it's Powers) Rules, 2014, the consent of Members be and is hereby accorded for entering into an IPR Licensing Agreement thereby granting an exclusive License of the Technical Know How, IPR's and all the technology, Software Platform to Mobipay Securiservices Private Limited {hereinafter "Mobipay"} being the related party in order to allow Mobipay to provide various services to third party clients as per the terms of the IPR Licensing Agreement.

RESOLVED FURTHER THAT the approval be and is hereby accorded that the aggregate amount of transaction(s) to be entered between the Company and Mobipay Securiservices Private Limited shall be determined in accordance with the terms of the IPR Licensing Agreement.

RESOLVED FURTHER THAT Mr. Taron Mohan, Director of the Company be and is hereby authorized to negotiate, settle and finalize the terms and conditions of the above stated Agreement including the payment terms.

RESOLVED FURTHER THAT Mr. Taron Mohan, Director of the Company be and is hereby authorized to prepare, sign, execute, submit, deposit, tender invoice(s), undertaking(s), declaration(s), deposit(s), fee(s), duty(ies), payment(s) and such other document(s), paper(s) and writings and is further authorized to do all such other acts, deeds, matters and things which are necessary, proper, expedient or incidental and/ or consequential to give effect to the above Resolution(s).”

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

SD/-

(Taron Mohan)

Director

DIN: 00287869

Place: New Delhi

Address: 3rd Floor Flat, 48 Navjivan Vihar

Date : 02.02.2018

New Delhi - 110 017

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 INSTEAD ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN FORM NO. MGT-11 AS ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 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 person can act as Proxy for maximum 50 Members and aggregate holding of such Members shall not be more than 10% of total Share Capital of the Company having Voting Rights.**
- 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 General Meeting and the provisions of Section 105(8) is 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/ sheet for attending the ensuing Annual General Meeting.
3. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 3 is annexed herewith.
4. The Registered Office of the Company is located at Navjeevan Vihar and an important landmark near the venue of AGM is Navjeevan Community Centre.
5. The route map to the venue of the ensuing General Meeting is annexed with the Notice and forms an integral part of the Notice.
6. There was a delay in finalization of Financial Statement for the Financial Year 2016-17 due to non availability of Mr. Taron Mohan. Therefore, the Company sought extension for holding the present Annual General Meeting, from the office of Registrar of Companies NCT of Delhi & Haryana, which was granted to the Company in two instances i.e. 2 months and 1 month respectively.

However, due to further delay in finalization of Financial Statements for the Financial Year 2016-17, the Company is convening it's present Annual General Meeting on 17.02.2018. Furthermore, the Company will compound the offence caused due to delay in holding it's Annual General Meeting.

7. The IPR Licensing Agreement, extension letter(s) and 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 ensuing General Meeting scheduled to be held on 17.02.2018 from 9:00 A.M. till the conclusion of the Meeting.
8. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a General Meeting of a Company may be called by giving not less than clear 21 days' notice either in writing or through electronic mode in such manner as may be prescribed.

However, the Notification No. G.S.R 464 (E) dated 5th June, 2015, exempted the applicability of the provisions of Chapter VII, Sections 101-107 and Section 109 of the Companies Act, 2013 to a Private Limited Company, if the Articles of the said Company provide otherwise.

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In respect of the above, Article No. 12(3) of the Articles of Association of the Company provides the following:

“Subject to Section 190, 171 and 219 of the Act, all General Meeting may be called by giving to Members clear seven days’ notice in writing except where such condition is waived off unanimously by all Members in writing in the Meeting.”

Accordingly, Notice of the said 8th Annual General Meeting will be circulated in compliance of the above Article No.12 of the Articles of Association.

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

SD/-

(Taron Mohan)

Director

DIN: 00287869

Place: New Delhi

Date : 02.02.2018

Address: 3rd Floor Flat, 48 Navjivan Vihar
New Delhi - 110 017

STATEMENT

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

ITEM NO. 3

The Company i.e. Nextgen Telesolutions Private Limited (“hereinafter referred to as Nextgen”) is a reputed Fintech Company engaged in providing Financial and Technical Services solution for digital payment through various platform, including mobile phones and other mobile gadgets and instruments.

Further to expand work base and business portfolios, it’s proposed to develop another entity as an exclusive Licensee to cater demands and needs of certain special category customers and clients.

Mobipay Securiservices Private Limited (“hereinafter referred to as Mobipay”) was incorporated on 3rd April, 2017 to explore business opportunities in India and Abroad in the field of telecom related services.

Mobipay has come forward and approached Nextgen seeking an exclusive License of the Technical Know How and IPR as in the knowledge and control of the Company.

Therefore, it’s proposed to enter into an IPR Licensing Agreement with Mobipay.

The Directors of the Company i.e. Mr. Taron Mohan and Mr. Chandra Mohan are also Directors on the Board of Mobipay and the entire Shareholding of Mobipay is equally held by Mr. Taron Mohan and Mr. Chandra Mohan.

Pursuant to the provisions of Section 2(76)(iv) read with Section 188 of Companies Act, 2013, “Related Party”, with reference to a Company means a Private Company in which a Director or Manager or his relative is a Member or Director.

Mobipay would constitute a related party qua the Company {Nextgen} because Mr. Taron Mohan and Mr. Chandra Mohan are the common Directors in both the entities. Hence, the above proposed transaction between “the Company” and “Mobipay” would fall under the category of Related Party Transaction.

Pursuant to the provisions of Section 188(1)(d) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board & it’s Powers) Rules, 2014, no Company except with the prior consent of the Board of Directors sought by way of a resolution passed at it’s Meeting shall enter into any contract or arrangement with a related party with respect to availing or rendering of any services, directly or through appointment of agent.

The structure of the proposed arrangement is such that MOBIPAY shall pay the consideration @ 2% + 2% of the total gross revenue earned by providing services to its Clients/Customers and/or End Users including any third person. Henceforth at present, the quantum of the transaction can’t be determined and therefore it’s advisable to seek

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approval of the Members of the Company for the proposed agreement at the ensuing Annual General Meeting.

The Disclosure as per Rule 15(3) of the Companies (Meeting of Board and it's Power) Rules 2014, is as follows:-

1.	Name of the related party and nature of relationship	<p>Name: Mobipay Securiservices Private Limited {hereinafter "Mobipay"}</p> <p>Nature: Mr. Taron Mohan and Mr. Chandra Mohan, Director of the Company are also Directors of Mobipay.</p>
2.	Name of the Director or key managerial personnel who is related, if any	Mr. Taron Mohan and Mr. Chandra Mohan
3.	Nature of relationship	Mr. Taron Mohan and Mr. Chandra Mohan, Director of the Company are also Directors of Mobipay.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>Nature: IPR Licensing Agreement in order to allow and grant an exclusive License to MOBIPAY.</p> <p>Material Terms: Nextgen shall grant an exclusive License to Mobipay to represent itself as an authorized Licensee of Nextgen and a service provider of the Fintech Services.</p> <p>Monetary Value: Mobipay shall pay the consideration @ 2% + 2% of the total gross revenue earned by providing services to its Clients/Customers and/or End Users including any third person.</p> <p>Particulars: The Company i.e. Nextgen Telesolutions Private Limited ("hereinafter referred to as Nextgen") is a reputed Fintech Company engaged in providing Financial and Technical Services solution for digital payment through various platform, including mobile phones and other mobile gadgets and instruments.</p> <p>Further to expand work base and business portfolios, it's proposed to develop another entity as an exclusive Licensee to cater demands and needs of certain special</p>

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		category customers and clients.
5.	Any other information relevant or important for the Board to take a decision on the proposed transaction	Mr. Taron Mohan and Mr. Chandra Mohan are the common Directors and further holding 5,000 Equity Shares each of Mobipay.

The Board of Directors recommend the Ordinary Resolution as set out in item No.3 of the accompanying notice for approval of the Members and accordingly Members are requested to consider and pass this resolution.

None of the Director or their relatives other than Mr. Taron Mohan and Mr. Chandra Mohan has got any concern or interest whether Financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.3. Further, presently the Company has no Manager or any other Key Managerial Personnel.

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.

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

For and on behalf of Board of Directors

Nextgen Telesolutions Private Limited

SD/-

(Taron Mohan)

Director

DIN: 00287869

Place: New Delhi

Date : 02.02.2018

Address: 3rd Floor Flat, 48 Navjivan Vihar,
New Delhi - 110 017