



NOTICE OF EXTRA ORDINARY GENERAL MEETING (01/2022-23)

Notice is hereby given that an **Extra Ordinary General Meeting (01/2022-23)** of the members of Vihaan Networks Limited will be held on Monday, the 18th day of April, 2022 at 03.00 P.M. at the Registered Office i.e. A-60, Naraina Industrial Area, Phase-1, New Delhi-110028 to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and approve Conversion of Company into Private Limited Company:**

To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 13, 14 and any other applicable provisions of the Companies Act, 2013, if any, and subject to the approval of Regional Director, Northern Region, consent of the shareholders of the Company be and is hereby accorded to convert the Company from ‘Public Limited’ to ‘Private Limited’ and consequently the name of the company be changed from “VIHAAN NETWORKS LIMITED” to “VIHAAN NETWORKS PRIVATE LIMITED” by inserting the word ‘Private’ before the word ‘Limited’.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally and/or jointly authorized to sign and execute all such applications, deeds, documents, instruments and writings as may be required on behalf of the Company and to appoint authorized representative to appear for and to present the Company before the Hon’ble Regional Director (Northern Region), if required, and to do all such acts, deeds and things which are necessary and incidental to give effect to the above mentioned resolution.”

2. To adopt new set of Memorandum of Association pursuant to the Companies act, 2013 and Conversion to a Private Limited Company:

To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force), and subject to the approval of the Regional Director (Northern Region), consent of the shareholders of the Company be and is hereby accorded to approve the alteration of the Memorandum of Association of the Company by substituting the existing clause I of Memorandum of Association of the Company with the following clause I:

I. The name of the Company is VIHAAN NETWORKS PRIVATE LIMITED.

RESOLVED FURTHER THAT the new set of Memorandum of Association, be and is hereby approved and adopted in the place of existing Memorandum of Association of the Company in line of the Companies Act, 2013.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental to give effect to the above mentioned resolution.”

3. To adopt new set of Articles of Association of the Company pursuant to the Companies act, 2013 and Conversion to a Private Limited Company:

To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a Special Resolution:



“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, consent of the shareholders of the Company be and is hereby accorded to approve the alteration of the Articles of Association of the Company in conformity with the provisions of the Act relating to a private limited company and thereby inserting the restrictive clause as per Section 2(68) of the Act.



RESOLVED FURTHER THAT the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

For VIHAAN NETWORKS LIMITED

Date: 08-04-2022

Place: New Delhi

Krishan Kumar
Company Secretary

A17474

Add: Address: 924, Sector-4, Urban Estate,
Gurgaon-122001, Haryana

NOTES:

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. The proxy so appointed need not to be a member of the company. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 2 The proxy form duly completed and signed should be deposited at the registered office of the company at least 48 hours before the scheduled time of the meeting.
- 3 Members are requested to bring in the admission slip. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 4 An explanatory statement pursuant to section 102 of the companies act, 2013 in respect of Special Business is annexed to the notice.




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

Item No. 1:

The Company was converted into a Public Limited Company in 2007 from private limited company with the intention to involve the public in financials and management of the company. But the same could not be implemented due to various reasons.

Vihaan Networks Limited is a closely held Public Company and there is no involvement of public in the shareholding or management of the Company and the Company has no near future plans to raise money from the public. After considering all relevant factors and after consulting legal advisors, the Board of Directors of the Company have come to the conclusion that it would be appropriate and in the best interest of the Company and its shareholders to convert the Company into a private company to obtain privileges which are available to the Private Limited Companies under the Companies Act, 2013 which would help the management to carry out its affairs efficiently & efficiently .

As per provisions of sections 13 & 14 of Companies Act, 2013 read with Rules 29 and 33 of the Companies (Incorporation) Rules, 2014, for the conversion of status from Public Limited to Private Limited, Shareholders' approval is required by way of passing of Special Resolution subject to the approval from the Central Government.

Hence, the Board of Directors recommends to pass the Special Resolution at Item No. 1 of the Notice by the shareholders of the Company.

None of the Directors of the Company, including their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.



Item No. 2:

Consequent upon the conversion as aforesaid, the word "Private" be added before the word "Limited" and the name of the Company be changed from "**Vihaan Networks Limited**" to "**Vihaan Networks Private Limited**" and accordingly the existing Name clause in the Memorandum of Association of the Company be substituted by the following:

I The name of the company is "**VIHAAN NETWORKS PRIVATE LIMITED**"

Secondly, the Company was incorporated under the provisions of the Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013. Hence, the existing Memorandum of Association (MOA) were based on the Companies Act, 1956 and several clauses/regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing Memorandum of Association of the Company require alteration at several points.

Thus, it is considered expedient to wholly replace the existing MOA of the Company with the new MOA in line with the Companies Act, 2013.

The amended copy duly initialed by the Director of the Company is placed before the meeting for its approval.

The Board of Directors recommends to pass the Special Resolution at Item No. 2 of the Notice by the shareholders of the Company.

None of the Directors of the Company, including their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 3:

Due to conversion of the Company into a Private Limited Company, consequential changes in the existing Articles of Association of the Company are required in



consonance with those applicable to a private company, an amended copy of which duly initialed by the Director of the Company is placed before the meeting for its approval.

Secondly, the Company was incorporated under the provisions of the Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013. Hence, the existing Articles of Association (AOA) were based on the Companies Act, 1956 and several clauses/regulations in the existing AOA contain references to specific sections of The Companies Act, 1956 which are no longer in force.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions at several places.

The amended copy duly initialed by the Director of the Company is placed before the meeting for its approval.



In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of passing of Special Resolution is required for adoption of new set of Articles of Association of the Company. The Board of Directors hereby recommends to pass the Special Resolution at Item No. 3 of the Notice by the shareholders of the Company.

None of the Directors of the Company, including their relatives, is in any way concerned or interested, financially or otherwise, in the said resolution.

For VIHAAN NETWORKS LIMITED

Date: 08-04-2022

Place: New Delhi

Krishan Kumar

Company Secretary

A17474

Add: Address: 924, Sector-4, Urban Estate,
Gurgaon-122001, Haryana

VIHAAN NETWORKS LIMITED

Regd. Office: A-60, Naraina Industrial Area, Phase-1, New Delhi-110028.

CIN: U32202DL1999PLC097948 Tel.: 011-41411070 Email ID:

support.cs@vnl.in

ATTENDANCE SLIP OF 01/2022-23 EXTRA ORDINARY GENERAL MEETING

Regd. Folio No..... No. of Shares held

DP. ID. No. Client ID. No.

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 01/2022-23 Extra Ordinary General Meeting of the Company being held on Monday, the 18th day of April, 2022 at 03.00 P.M at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028.

.....
Member's / Proxy's name in Block Letters

.....
Signature of Member / Proxy

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.



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 : U32202DL1999PLC097948
Name of the company : **VIHAAN NETWORKS LIMITED**
Registered office : A-60, Naraina Industrial Area, Phase-1 New Delhi-110028

Name of the Member(s) :
Registered Address :
Folio No. :
Email ID: :

I/We, being a member(s) of shares of the above named company, hereby
appoint:

1. Name : E-mail Id
Address.....

Signature :, or failing him /
her;

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the
01/2022-23 Extra Ordinary General Meeting of the Company, to be held on the Monday,
the 18th day of April, 2022 at 03.00 P.M, at A-60, Naraina Industrial Area, Phase-1, New
Delhi-110028 and at any adjournment thereof in respect of such resolutions as are
indicated below:



Item No.	Description of Resolutions	Assent	Dissent
Ordinary Business			
1	To consider and approve Conversion of Company into Private Limited Company		
2	To adopt new set of Memorandum of Association pursuant to the Companies act, 2013 and Conversion to a Private Limited Company		
3	To adopt new set of Articles of Association of the Company pursuant to the Companies act, 2013 and Conversion to a Private Limited Company		

Signed this..... day of..... 2022

Affix Revenue Stamp

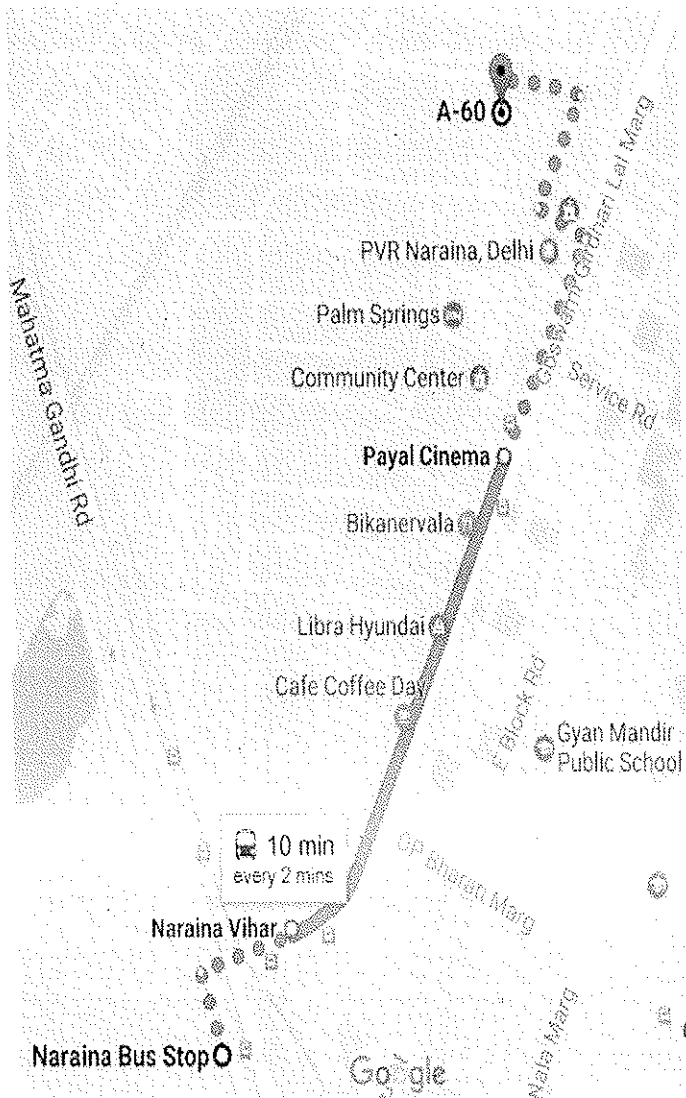
Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy to be effective should be duly completed in all respect and signed by the shareholder and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP OF THE COMPANY



Route Map from Naraina Bus Stop to A-60, Naraina Industrial Area Phase-1, New Delhi

[Handwritten Signature]
VIRHAAN NETWORKS LIMITED