NOTICE
24TH ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Company will be held on Friday, 29th day of September 2023 at 11:00 A.M. at the registered office of the company at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028, the Registered Office of the Company, to transact the following business:

ORDINARY BUSINESS:

ORDINARY RESOLUTION:

1. To consider and adopt the Company's Standalone and Consolidated Audited Balance Sheets as at March 31, 2023, and Statement of Profit & Loss Account for the year ended on March 31, 2023, together with the Auditors' Report and Directors' Report thereon.

2. To re-appoint Auditors of the Company & to authorize the Board of Directors to fix their remuneration.

To Consider and if thought fit to pass the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the shareholders of the company be and is hereby accorded to re-appointment of M/s. Vinod Kumar & Associates, Chartered Accountants (Firm Registration No. 002304N) as statutory auditors of the Company, to hold office for a period of Five years from the conclusion of this 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting, at such remuneration as shall be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to take such steps, in relation to this resolution and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

SPECIAL BUSINESS:

ORDINARY RESOLUTION:

3. To determine the Remuneration of the Cost Auditors for the financial year 2023-24:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Cost Record and Audit) Rule's 2014 and other applicable provisions, if any, including any statutory modification or re-enactment thereof and subject to necessary approvals, consent of the Board of Directors be and is hereby accorded for the appointment of M/s Gurdeep Singh & Associates, Cost Accountants (Firm Registration No – 100427) as the Cost Auditor of the Company for the financial year 2023-24, at a remuneration of Rs. 1,00,000/- p.a. Plus applicable taxes and out-of-pocket expenses for the financial year 2023-24 subject to ratification of the said remuneration by the Members at the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to finalise the terms and conditions including remuneration, sign/ execute agreement, appointment letter, etc, file all necessary e-forms and documents with the Registrar of Companies or such other concerned authority and/or department, wherever required and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

For & on behalf of Board of Directors
Vihaan Networks Private Limited
(Formerly known as Vihaan Networks Pvt. Ltd.)

Krishan Kumar
Company Secretary

Place: New Delhi
Date: 23rd Sep 2023

NOTES:

1. A member entitled to attend, and vote is entitled to appoint a proxy, or where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. *(Proxy Form is hereby enclosed)*

2. The proxy form must be lodged at the registered office of the company atleast 48 hours before the time of meeting.

3. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, 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.

4. Members are requested to bring their attendance slip and hand it over at the entrance of the venue of meeting. *(Attendance Slip is hereby enclosed)*

5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the meeting.

6. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications from the Company electronically.

7. Members are requested to inform the Company immediately, any change of address.

8. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2

ITEM NO. 2

The term of the appointment of M/s. Vinod Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company, made at the 22ND Annual General Meeting (AGM) held on November 26, 2021, is valid up to the conclusion of forthcoming 24th AGM to be held on29th September 2023.

As per the provisions of the Companies Act, 2013, M/s. Vinod Kumar & Associates, Chartered Accountants, (Firm Registration No. 002304N), are proposed to be re-appointed as the statutory auditors of the Company for a period of 5 years, commencing from the conclusion of this ensuing 24th AGM till the conclusion of the 29th AGM.

The Board of Directors in their meeting held on 23rd September, 2023, recommended the re-appointment of M/s. Vinod Kumar & Associates, Chartered Accountants, as Statutory Auditors of the Company.

M/s. Vinod Kumar & Associates, Chartered Accountants, being eligible for re-appointment, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act 2013 and are not disqualified for the re-appointment in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company, and their relatives, are in any way, concerned or interested, financially or otherwise in the Resolution as set out at Item No. 2 of the Notice.

The Board hereby recommends the resolution set forth at Item No. 2 of the Notice for the approval of the members as an Ordinary Resolution.

EXPLANATORY STATEMENT

PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3.

TO DETERMINE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Gurdeep Singh & Associates, Cost Accountants (Firm Registration No. 100427), to conduct the audit of the cost records of the Company for the financial year 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be consented by the members of the Company. Accordingly, the consent of the Members is required to authorize the Board of Directors to consent the remuneration for the Cost Auditor.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the Resolution as set out at Item No. 3 of the Notice.

The Board hereby recommends the resolution set forth in Item No. 3 of the Notice for the approval of the members as an Ordinary Resolution.

For & on behalf of Board of Directors
Vihaan Networks Private Limited
(Formerly known as Vihaan Networks Pvt. Ltd.)

Krishan Kumar
Company Secretary

Place : New Delhi
Date : 23rd Sep 2023

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]

Name of the Member(s) :
Registered Address :
Folio No. :
Email ID: :
I/We, being the member (s) of .... shares of the above-named company, hereby appoint

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

   Signature:..., or failing him / her

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

   Signature :..., or failing him / her

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

   Signature :..., or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on the day of Friday, 29th day of September 2023 at 11.00 A.M at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028, the Registered Office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	Assent	Dissent
Ordinary Business			
1	To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2023.		

2	To re-appoint Auditors of the Company & to authorize the Board of Directors to fix their remuneration.		
Special Business **Ordinary Resolution**			
3	To determine the Remuneration of the Cost Auditors for the financial year 2023-24		

Signed this...... day of......... 2023

Affix Revenue Stamp

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.

ATTENDANCE SLIP

24th Annual General Meeting, 29th Day of September, 2023 at 11.00 A.M. at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028

Name of Shareholder	
Address of Shareholder	
Regd. Folio No.	
No. of Shares Held	

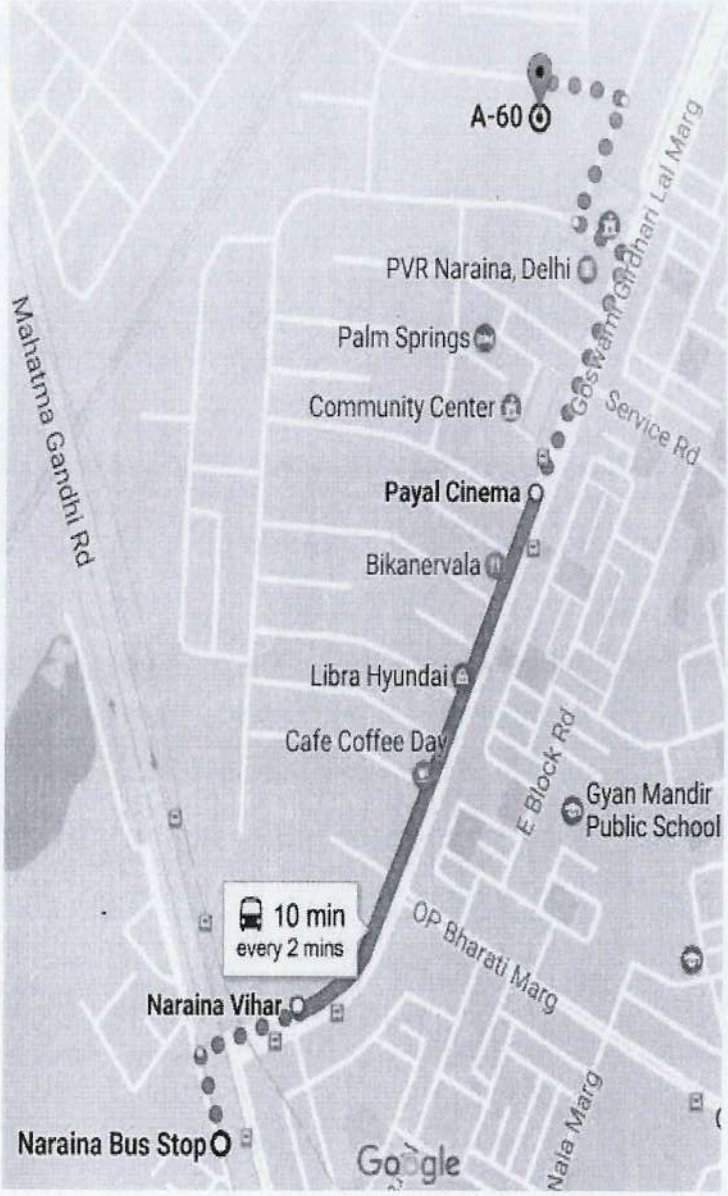
I / We hereby record my/ our presence at the 24th Annual General Meeting of Vihaan Networks Private Limited held on 29th day of September 2023 at 11.00 A.M., at A-60, Naraina Industrial Area, Phase-1, New Delhi-110028, the Registered Office of the Company.

SIGNATURES OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here	If Proxy, please sign here

Note: Please fill-in this attendance slip and hand it over at the entrance of the venue of meeting.

ROUTE MAP OF THE COMPANY



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