

NIHILENT LIMITED

CIN: U72900PN2000PLC014934

Regd. Off: Office No. 403 & 404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune-411014, Maharashtra, India.

NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting (1st of 2021) of the Members of Nihilent Limited will be held on Tuesday 28th day of September 2021 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411014, India to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March 2021 and the Reports of the Board of Directors and Auditors thereon.**
- 2. To confirm payment of Interim Dividend paid @ 30% (INR 3.00 per share) and approve Final Dividend @ 60% (INR 6.00 per share) on 19,965,800 fully paid up equity shares of INR 10 each for the Financial Year 2020-2021.**
- 3. To consider re appointment of Mr. Hideki Kurihara (DIN: 05276363) who retires by rotation as per the provisions of Companies Act 2013 and being eligible, offers himself for re-appointment.**

Additional Information for noting by the Shareholders -

The Members of the Company in the Annual General Meeting held on 30th September 2020 had approved the re-appointment of Mrs. Lila Poonawalla and Dr. Santosh Pande as Independent Directors of the Company for a period of 1 (one) year upto the conclusion of the 21st Annual General Meeting (AGM) of the Company in the Calendar year 2021.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company. Therefore, the Members are requested to note that the present tenure of Mrs. Lila Poonawalla and Dr. Santosh Pande as Independent Directors of the Company expires at this Annual General Meeting (AGM). The Company places on record its appreciation for the assistance and guidance provided by them during their tenure as Directors.

**On behalf of the Board
For Nihilent Limited**

Sd/-

**Rahul Bhandari
Company Secretary**

**Place: Pune
Date: 30th August 2021**

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Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.** The instrument appointing proxy in order to be effective, should be deposited at the registered office of the company at least 48 hours before the time of commencement of the meeting.
2. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint one person as a proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of Companies etc., must be supported by an appropriate resolution/authorization, as applicable.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is not applicable to this notice. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
4. Members are requested to bring their copy of the Annual Report along with them to the meeting.
5. The notice of this Annual General Meeting (AGM) and Annual Report of the Company are circulated to the Members of the Company is available on the Company's website, viz. www.nihilent.com.
6. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Company Secretary at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.
7. Additional information - M/s. Price Waterhouse Chartered Accountants LLP (PWC), having LLP identity no: LLPIN AAC-5001/ ICAI registration number 012754N/N500016, were appointed as Statutory Auditors of the Company at the 17th Annual General Meeting held on 29th September 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

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Additional Information of Directors seeking re-appointment/appointment pursuant to Secretarial Standards on General Meetings:

- 1. Name of the Director:** Mr. Hideki Kurihara
- 2. Date of Birth:** 14 June 1965
- 3. Date of Appointment on the Board:** 26 February 2021
- 4. Qualifications** Mr. Hideki Kurihara holds a Master of Science degree from the University of Tokyo in Japan and a Master of Business Administration degree from INSEAD in France
- 5. Experience:** Hideki Kurihara is Senior Vice President, Head of digital department at NTT Inc. In his current role, he is responsible for NTT's global digital business strategy and initiatives. Prior to that, he was vice president at global business office at NTT corporation, responsible for NTT's global strategy and initiatives including integration of NTT's global operating companies and their global services.

Hideki Kurihara was earlier vice president, cloud services at NTT Communications, responsible for NTT communications' global cloud services. From 1998 to 2007, he was based in Silicon Valley in USA and was engaged in NTT Communications' North American managed services operations. During this period, he served as General Manager of the Enterprise Hosting business unit and Vice President of Global Product Strategy.

- 6. Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid** NIL
- 7. Last drawn remuneration, if applicable:** NA
- 8. Shareholding in the company:** NIL
- 9. The number of Meetings of the Board attended during the year (FY 2020-21 - One, FY 2021-22 up to date: 2 (two))**
- 10. Other Directorships, Membership/Chairmanship of Committees of other Boards.**

Sr no	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern
1	NTT Security Corporation	Director
2	Secure-24	Director

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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: E-mail Id: Folio No/ Client Id: DP 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:

as my/our proxy to attend and vote for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Tuesday the 28th day of September 2021 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411 014 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
.....
.....
.....

Signed this..... day of..... 2021
Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp

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.

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TWENTY FIRST ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Venue of the Meeting: 403/404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411014, India

Date & Time: Tuesday the 28th day of September 2021, 11.30 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id	
Client Id	
Folio No.	
No. of shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Twenty First Annual General Meeting of the members of Nihilent Limited will be held on Tuesday the 28th day of September 2021 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411 014.

Signature of Member / Proxy

Note:

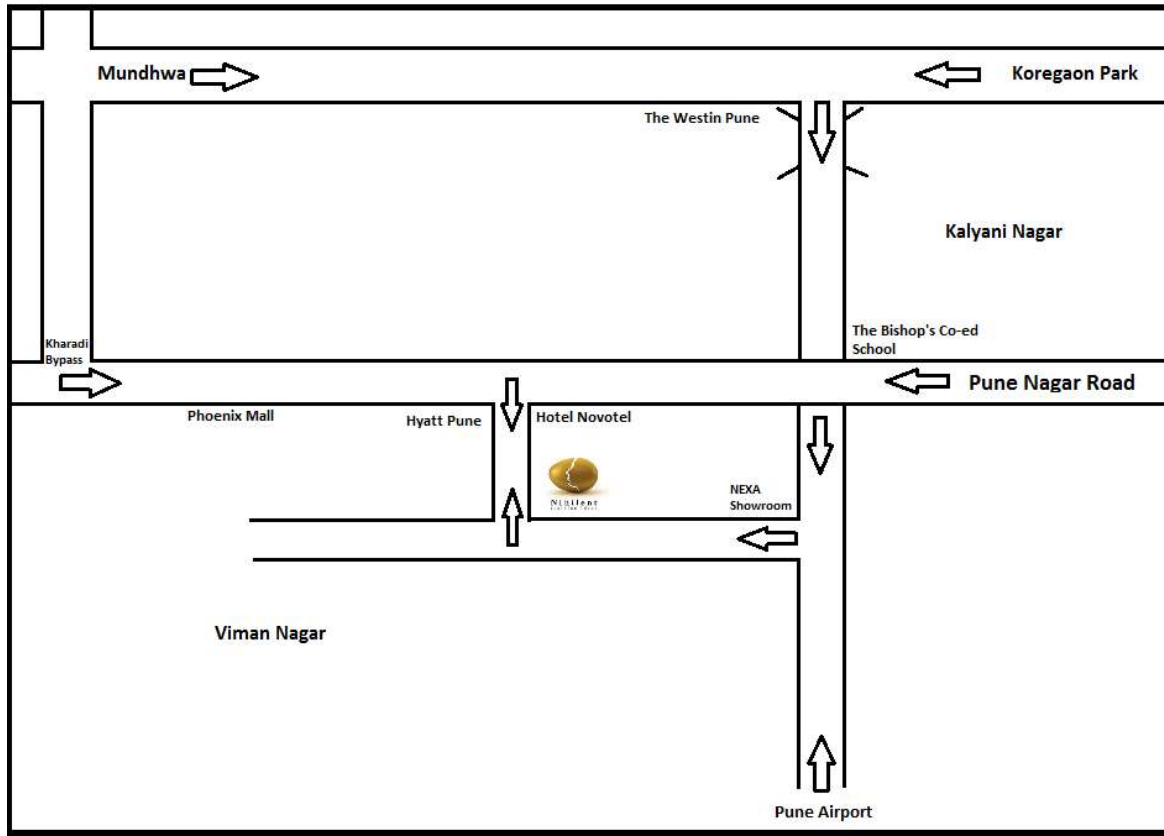
1. Electronic copy of the Annual Report for 2021 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

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Route map to the AGM venue



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