

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 SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting (1st of 2022) of the Members of Nihilent Limited will be held on Friday the 30th day of September 2022 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 of the Company for the financial year ended 31st March 2022, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the Interim Dividend paid @ 60% (INR 6.00 per share) on 19,965,800 fully paid-up equity shares of INR 10 each as final dividend for the Financial Year 2021-2022.
3. To consider appointment of a Director in place of Mr. Hideki Kurihara (DIN: 05276363) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and approve re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (PWC), having LLP identity no: LLPIN AAC-5001/ ICAI registration number 012754N/N500016 as the Statutory Auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 141, 142 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint M/s. Price Waterhouse Chartered Accountants LLP (PWC), having a LLP identity no: LLPIN AAC-5001/ ICAI registration number 012754N/N500016 as Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2027, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and approved by the Audit Committee / Board in consultation with the Auditors.”

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SPECIAL BUSINESS

5. Regularization of Dr. Apurva Joshi from Additional Director to Director (Independent) of the Company.

To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolution:

“RESOLVED THAT the appointment of Dr. Apurva Pradeep Joshi (DIN: 06608172), who was appointed as an Additional Director of the Company with effect from 2nd December 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') and pursuant to the provisions of Sections 149, 150 and 152 and the other applicable provisions, if any, of the Act read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment be and is hereby regularised and appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 2nd December 2021 and who shall be not liable to retire by rotation.”

6. Regularisation of appointment of Mr. John Lombard as Director of the Company

To consider and, if thought fit, to pass the following resolutions, with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 (1) read with 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof), Mr. John Alexander Lombard (DIN 07553582) who was appointed as an Additional Director of the Company on 10th May, 2022 to hold office upto the conclusion of this Annual General Meeting be and is hereby regularised and appointed as a Director who shall be liable to retire by rotation.”

7. To consider and adopt amended/re-instated ESOP trust deed consequent upon change in trustee.

To consider and, if thought fit, to pass the following resolutions, with or without modification as Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, if any, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Shareholders be and is hereby accorded to

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appoint Mr. L C Singh as the sole Trustee of Nihilent Employee Welfare Trust to act in interest of employees and to negotiate, approve, modify and agree to the terms and conditions of the Plan, and/or the Trust Deed, sign and execute the Trust Deed and/or related agreement(s), letter(s), undertaking(s) and/or other document(s) as they may deem fit to be executed in this regard, inform, sign and submit letters, disclosures, forms and papers of any description as may be required to the statutory/regulatory authorities with regards the formation of the Trust as mentioned above and further do all such acts, deeds and things as may be considered necessary for the purpose of giving effect to this resolution.

RESOLVED further that the Employee Welfare Trust Deed be amended to give effect to the above resolution.”

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


Rahul Bhandari
Company Secretary
Place: Pune
Date: 24th August 2022



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 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed. 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.

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

Item No. 5

Pursuant to the recommendation made by the Nomination and Remuneration Committee, Dr. Apurva Pradeep Joshi (DIN- 06608172) was appointed as Additional Non-Executive Independent Director by the Board on 2nd December, 2021 under Section 161 read along with Section 149 of the Companies Act, 2013.

Further, pursuant to provisions of Sections 149 and 152 and other applicable provisions read with the Schedule IV of the Companies Act, 2013, the appointment of Dr. Apurva Pradeep Joshi (DIN- 06608172) as Independent Director is now being placed before the members for their approval. The Company has received a declaration in writing from her that she meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Apurva Pradeep Joshi fulfil the condition specified in the Act and the rules framed thereunder for appointment as Independent Director. The Board also considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services from her as Independent Director on the Board of the Company. Accordingly, your Board recommend her appointment to be regularised and appointed as Independent Director for 5 (five) consecutive years starting from 2nd December, 2021 and shall be not liable to retire by rotation.

Accordingly, the Board recommends the resolution set out in Item No. 5 of the notice for the approval by the Members of the Company as Ordinary resolution. Except Dr. Apurva Pradeep Joshi (DIN- 06608172), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Additional information as required under Secretarial Standard relating to appointment/re-appointment including but not limited to terms of appointment is provided in Annexure-1 forming part of this Notice.

Item No. 6

Pursuant to the recommendation of Nomination and Remuneration Committee Mr. John Alexander Lombard (DIN- 07553582) was appointed as Additional Non-Executive Director by the Board on 10th May 2022 under Section 161 of the Companies Act, 2013 to hold office upto the date of ensuing Annual General Meeting.

Mr. John Alexander Lombard (DIN- 07553582), the Chief Executive Officer, NTT Ltd Asia Pacific and is responsible for the end-to-end go-to-market, sales, delivery, operations, and

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profitability for NTT Ltd.'s operations in Asia Pacific. Prior to NTT Ltd, Mr. John Alexander Lombard (DIN- 07553582) worked for SAP as Head of Services for Asia Pacific Japan, as well as the CEO and Managing Director of Crowe Howarth. Therefore, based on his expertise, your Board is of the view that appointment of Mr. John Alexander Lombard (DIN- 07553582) on the Board of the Company will immensely benefit the overall operations of the Company.

Accordingly, your Board recommend the appointment of Mr. John Alexander Lombard (DIN- 07553582) to be regularised and appointed as Director of the Company liable to retire by rotation. Except Mr. Mr. John Alexander Lombard (DIN- 07553582), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Additional information as required under Secretarial Standard relating to appointment/re-appointment including but not limited to terms of appointment is provided in Annexure-1 forming part of this Notice.

Item No. 7

The ESOP Trust created by the Company currently holds 1,321,420 shares of Nihilent Limited. By virtue of Trust Deed dated 24.03.2001, ESOP Trust had been set up under the name and style "Nihilent Technologies Private Limited Employee Welfare Trust." Mr. L. C. Singh was the sole trustee of the said Trust in terms of Clause 2.3.2.2 of the Shareholders agreement.

As the Company was in the process of filing DRHP with SEBI, the said Trust Deed was amended in 2015 to comply with SEBI (Share Based Employee Benefits) Regulations, 2014 by appointing IDBI Trusteeship Services Ltd. as its' sole Trustee. The DRHP was filed again in 2018. However, the IPO did not materialize.

It is proposed to reappoint Mr. L. C. Singh, Vice Chairman of the Company as a new Trustee in place of IDBI Trusteeship Services Ltd. It will be necessary to have prior approval of the Board of Directors for such change and then send notice of 30 days to IDBI Trusteeship Services Ltd.

None of Directors or Key Managerial Personnel of the Company and their relatives except Mr. Singh are concerned or interested, financially or otherwise, in the resolution.

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ANNEXURE-1

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

Item No. 3

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 2021-22:** 4 (four))
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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ANNEXURE-1

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

Item No. 5

1. **Name of the Director:** Dr. Apurva Pradeep Joshi
2. **Date of Birth:** 10 April 1989
3. **Date of Appointment on the Board:** 2 December 2021
4. **Qualifications** Dr. Apurva Joshi holds Bachelor's degree in commerce from University of Pune. She has passed the executive program examination conducted by the Institute of Company Secretaries of India and the professional competence examination conducted by the Institute of Chartered Accountants of India. She has completed a certified bank forensic accounting course, a certified forensic accounting professional course, and a certified anti-money laundering expert course conducted by the India Forensic.
5. **Experience:** Dr. Apurva Joshi is a prominent risk management consultant in India and also a featured entrepreneur in author Rashmi Bansal's bestselling book, Arise Awake.
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 2021-22 :- 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	Associated Alcohols & Breweries Ltd.	Director
2	Quick Heal Technologies Limited	Director
3	Riskpro Management Consulting Private Limited	Director
4	Fidel Softech Limited	Director

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ANNEXURE-1

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

Item No. 6

1. **Name of the Director:** Mr. John Alexander Lombard
2. **Date of Birth:** 1 December 1966
3. **Date of Appointment on the Board:** 10 May 2022
4. **Qualifications-** Mr. Lombard holds a Bachelor of Computer Science from Swinburne University of Technology in Australia.
5. **Experience:** Mr. Lombard is the Chief Executive Officer, NTT Ltd Asia Pacific and is responsible for the end-to-end go-to-market, sales, delivery, operations, and profitability for NTT Ltd.'s operations in Asia Pacific. Mr. Lombard joined the NTT family in May 2016 as the Chief Executive Officer, Dimension Data Asia Pacific and has over 25 years of leadership and management consulting experience.

Prior to NTT Ltd, Mr. Lombard worked for SAP as Head of Services for Asia Pacific Japan, as well as the CEO and Managing Director of Crowe Howarth. During his time at SAP, he was responsible for services and support across 14 countries in the Asia Pacific Japan region and was central to driving the company's Cloud Services, Consulting, Custom Development and Education portfolio.

Mr. Lombard is also the co-founder of #HeforShe for LeanIn Asia, which helps create an environment that enables women to #LeanIn to their careers and passions. He also serves on the board of directors of ARTDIS (Singapore) Ltd (formerly known as Very Special Arts Singapore).

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 2021-22: Not Applicable)
10. **Other Directorships, Membership/Chairmanship of Committees of other Boards.**

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Sl. No	Name of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Date on which interest or concern arose / changed
1	PT NTT Indonesia Technology	Commissioner	28/07/2020
2	Anthem Solutions, Inc	Director	01/09/2020
3	Communication Power and Design Pte Ltd	Director	01/06/2016
4	Datacraft (Malaysia) Sdn Bhd	Director	01/06/2016
5	Dimension Data (Beijing) Limited	Director	01/06/2016
6	Dimension Data (Shanghai) Ltd	Director	01/06/2016
7	Dimension Data Asia Pacific Investments BV	Director	01/06/2016
8	Dimension Data China/Hong Kong Limited	Director	01/06/2016
9	Dimension Data Communication Solutions (M) SDN. BHD.	Director	01/06/2016
10	Dimensions Data Communications (S) Pte. Ltd	Director	01/06/2016
11	Dimension Data Holdings (Thailand) Limited	Director	13/06/2016
12	Dimension Data Hong Kong Limited	Director	01/06/2016
13	Diversified Technology Solutions International, Inc.	Director	01/09/2020
14	Diversified Technology Systems Inc	Director	01/09/2020
15	DTSI Group Holdings, Inc.	Director	01/09/2020
16	Fusion Comm. Solution Sdn Bhd	Director	01/06/2016
17	HKNet Company Limited	Director	01/09/2020
18	Jebsen & Jessen Communications (P) Inc.	Director & Member	01/06/2016
19	Jebsen & Jessen Communications (T) Ltd.	Director	13/06/2016
20	JQ Network Pte Limited	Director	01/06/2016
21	Multisoft IT Solutions Pte Ltd	Director	01/06/2016
22	NTT (Thailand) Limited	Director	01/09/2020
23	NTT (Vietnam) Limited	Director	20/11/2020
24	NTT Asia Pacific Holdings Pte. Limited	Director	01/06/2016
25	NTT Asia Pacific Pte. Limited	Director	26/03/2021
26	NTT Australia Pty Ltd	Director	01/09/2020
27	NTT Com Asia Limited	Director	01/09/2020

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Sl. No	Name of the Companies / bodies corporate / firms / association of individuals	Nature of interest or concern / Change in interest or concern	Date on which interest or concern arose / changed
28	NTT Communications World Network (S) Pte. Ltd.	Director	01/10/2020
29	NTT Korea Co. Ltd.	Director	14/10/2020
30	NTT Korea Solutions Inc.	Director	01/06/2016
31	NTT Macau Limited	Director	01/06/2016
32	NTT Malaysia Digital Business Solutions SDN. BHD.	Director	08/01/2021
33	NTT Malaysia Solutions Sdn. Bhd.	Director	01/06/2016
34	NTT MSC SDN. BHD.	Director	13/11/2020
35	NTT Myanmar Co., Ltd.	Director	01/09/2020
36	NTT New Zealand Limited	Director	01/06/2016
37	NTT Philippines Digital Business Solutions, Inc.	Director	23/03/2021
38	NTT Philippines Solutions Inc.	Director	01/06/2016
39	NTT Singapore Digital Business Solutions Pte. Ltd.	Director	01/04/2021
40	NTT Singapore Digital Talent Services Pte. Ltd.	Director	01/04/2021
41	NTT Singapore Pte. Ltd.	Director	01/10/2020
42	NTT Singapore Solutions Pte. Ltd.	Director	01/06/2016
43	NTT Solutions (Thailand) Limited	Director	13/06/2016
44	NTT Taiwan Ltd.	Director	01/09/2020
45	NTT Taiwan Solutions Limited	Director	16/06/2020
46	NTT Vietnam Solutions Limited	Director	21/08/2020
47	PT NTT Indonesia Digital Business Solutions	Director	22/09/2021
48	PT NTT Indonesia Solutions	Director	01/06/2016
49	Training Partners Co, Ltd	Director	13/06/2016
50	Training Partners Pte Ltd	Director	01/06/2016
51	NTT Singapore Solutions	Director	01/06/2016
52	NTT India Private Limited	Director	29/09/2016

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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 22nd Annual General Meeting of the company, to be held on Friday the 30th day of September 2022 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..... 2022

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: Friday the 30th day of September 2022, 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 Friday the 30th day of September 2022 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:

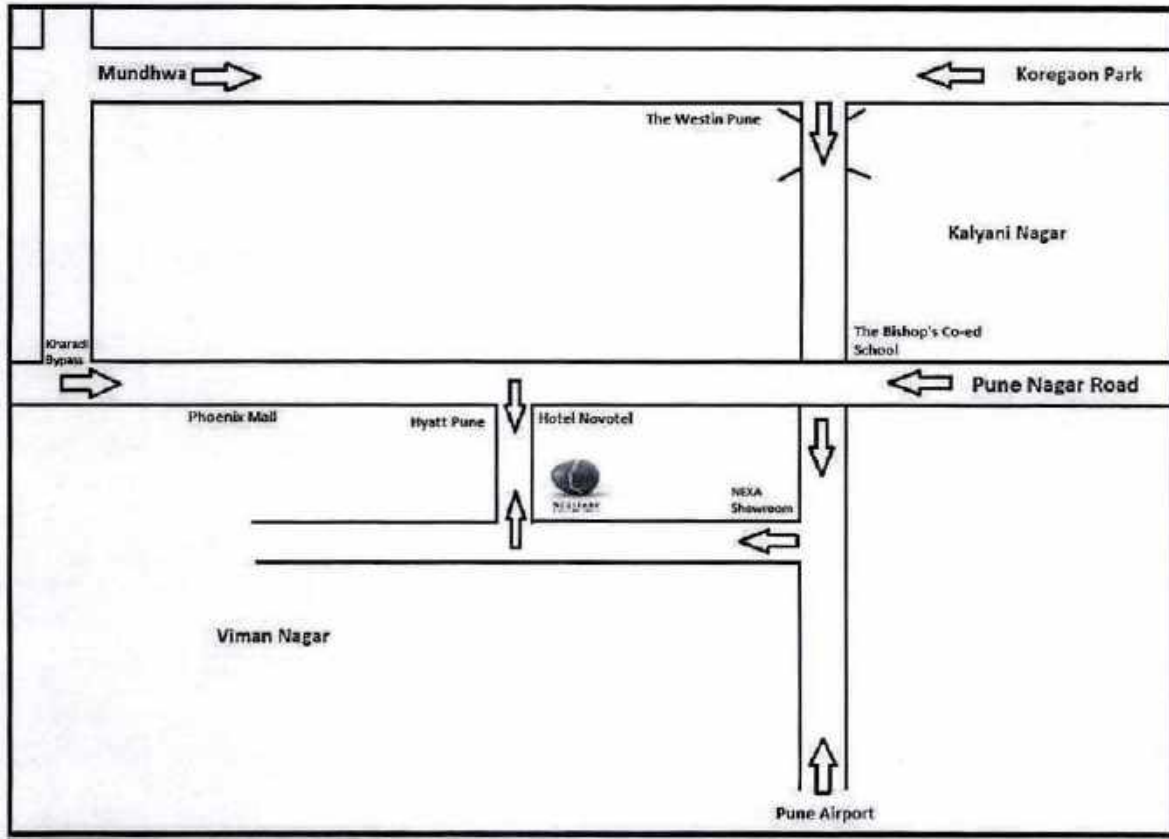
1. Electronic copy of the Annual Report for 2022 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

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Route map to the AGM venue



Venue: 403/404, 4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411 014, Maharashtra India