

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 THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting (1st of 2023) of the Members of Nihilent Limited will be held on Monday the 29th day of May 2023 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 2023, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend @ 10% (INR 1 per share) on 19,965,800 fully paid-up equity shares of INR 10 each for the Financial Year 2022-2023.
3. To consider appointment of a Director in place of Mr. John Alexander Lombard (DIN: 07553582) who retires by rotation and being eligible, offers himself for re-appointment.

On behalf of the Board
For Nihilent Limited

SD/-

Rahul Bhandari
Company Secretary
Place: Pune
Date: 27th April 2023

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. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

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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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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. 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 2022-23:** 4 Meetings).
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	Jebsen & Jessen Communications (P) Inc.	Director & Member	01/06/2016
18	Jebsen & Jessen Communications (T) Ltd.	Director	13/06/2016
19	JQ Network Pte Limited	Director	01/06/2016
20	Multisoft IT Solutions Pte Ltd	Director	01/06/2016
21	NTT (Thailand) Limited	Director	01/09/2020
22	NTT (Vietnam) Limited	Director	20/11/2020
23	NTT Asia Pacific Holdings Pte. Limited	Director	01/06/2016
24	NTT Asia Pacific Pte. Limited	Director	26/03/2021
25	NTT Australia Pty Ltd	Director	01/09/2020
26	NTT Communications World Network (S) Pte. Ltd.	Director	01/10/2020
27	NTT Korea Co. Ltd.	Director	14/10/2020

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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 Korea Solutions Inc.	Director	01/06/2016
29	NTT Macau Limited	Director	01/06/2016
30	NTT Malaysia Digital Business Solutions SDN. BHD.	Director	08/01/2021
31	NTT Malaysia Solutions Sdn. Bhd.	Director	01/06/2016
32	NTT MSC SDN. BHD.	Director	13/11/2020
33	NTT Myanmar Co., Ltd.	Director	01/09/2020
34	NTT New Zealand Limited	Director	01/06/2016
35	NTT Philippines Digital Business Solutions, Inc.	Director	23/03/2021
36	NTT Philippines Solutions Inc.	Director	01/06/2016
37	NTT Singapore Digital Business Solutions Pte. Ltd.	Director	01/04/2021
38	NTT Singapore Digital Talent Services Pte. Ltd.	Director	01/04/2021
39	NTT Singapore Pte. Ltd.	Director	01/10/2020
40	NTT Singapore Solutions Pte. Ltd.	Director	01/06/2016
41	NTT Solutions (Thailand) Limited	Director	13/06/2016
42	NTT Taiwan Ltd.	Director	01/09/2020
43	NTT Taiwan Solutions Limited	Director	16/06/2020
44	NTT Vietnam Solutions Limited	Director	21/08/2020
45	PT NTT Indonesia Digital Business Solutions	Director	22/09/2021
46	PT NTT Indonesia Solutions	Director	01/06/2016
47	Training Partners Co, Ltd	Director	13/06/2016
48	Training Partners Pte Ltd	Director	01/06/2016
49	NTT Singapore Solutions	Director	01/06/2016
50	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 23rd Annual General Meeting of the company, to be held on Monday the 29th day of May 2023 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..... 2023

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 THIRD ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

Date & Time: Monday the 29th day of May 2023, 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 Second Annual General Meeting of the members of Nihilent Limited will be held on Monday the 29th day of May 2023 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:

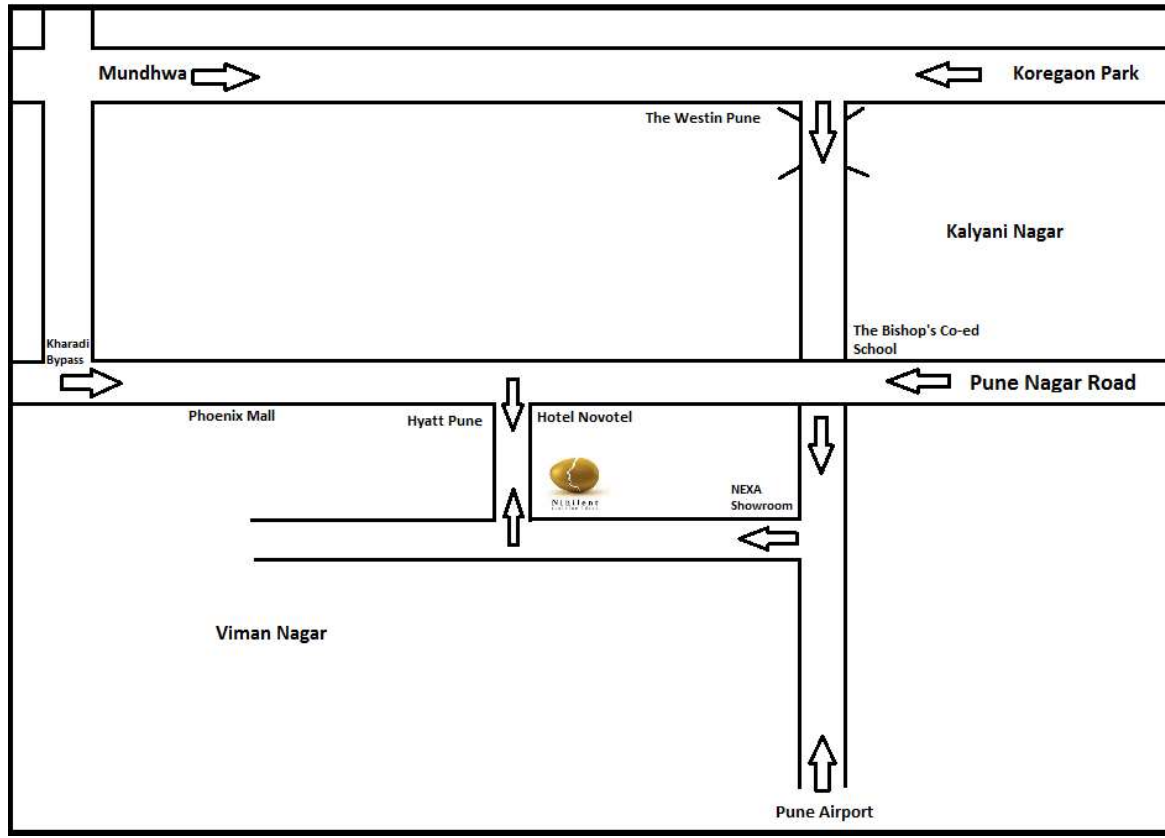
1. Electronic copy of the Annual Report for 2023 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Shareholders receiving electronic 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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