

# **NIHILENT LIMITED**

**(formerly Nihilent Technologies Limited)**

CIN: U72900PN2000PLC014934

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

## **NOTICE OF NINETEENTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Nineteenth Annual General Meeting (1<sup>st</sup> of 2019) of the Members of Nihilent Limited (formerly Nihilent Technologies Limited) will be held on Friday, the 27<sup>th</sup> day of September 2019 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4<sup>th</sup> 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 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and Auditors thereon.**
- 2. To consider re appointment of Mr. Scott Gibson who retires by rotation as per the provisions of Companies Act 2013 and being eligible, offers himself for re-appointment.**

### **SPECIAL BUSINESS**

- 3. To ratify the appointment of Mr. Sanjeev Singh as Head of Testing.**

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

“RESOLVED THAT pursuant to the provisions of Sec 188(1) of the Companies Act 2013 and Rules made thereunder including statutory modification, amendments or re-enactment thereof for the time being in force and any other provisions under the Companies Act 2013, Shareholders do hereby ratify the appointment of Mr. Sanjeev Singh, a related party within the meaning of Section 2(76) of the Act, as Head of Testing, on following terms and conditions:

Designation	Head of Testing
Effective date	3 <sup>rd</sup> September 2019
Salary	Fixed Compensation of INR 40 Lakhs per annum and Variable Compensation of INR 10 Lakhs per annum on achievement of Key Performance Indicators (KPIs).
Other terms and conditions	The other terms and conditions of the said appointment will be on the same lines as those applicable to other employees of the Company in the same grade as Mr. Sanjeev Singh.
Appraisal/Revisions	As per the company’s appraisal policy, the appraisals become due effective 1 <sup>st</sup> April every year. The assessment shall be completed on the same lines as those applicable to other employees of the Company.

RESOLVED FURTHER THAT the aforementioned remuneration payable to the incumbent is subject to the revision and modifications, as may be required to be made from time to time in the benefit of the company and which are in line with the Companies Act 2013.

RESOLVED FURTHER THAT Mr. Minoos Dastur, President & Group CEO of the company and/or Mr. Shubhabrata Banerjee, Group CFO of the Company and/or Mr. Rahul Bhandari, Group Company Secretary of the company, be and hereby singly authorized to carryout, perform, sign, execute, submit, report, register all such documents, deeds, agreements, forms with all such

# **NIHILENT LIMITED**

**(formerly Nihilent Technologies Limited)**

CIN: U72900PN2000PLC014934

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

registrar, authorities, agencies, Government departments, banks, offices and to do all such acts and deeds as may be necessary to lawfully fulfil the purpose of the resolution.”

**On behalf of the Board  
For Nihilent Limited  
(formerly Nihilent Technologies Limited)**

**Sd/-**

**Rahul Bhandari**

**Company Secretary**

**Place: Pune**

**Date: 5<sup>th</sup> September 2019**

**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 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](http://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 17<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> 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.

# NIHILENT LIMITED

(formerly Nihilent Technologies Limited)

CIN: U72900PN2000PLC014934

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

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

### ITEM NO. 2

1. **Name of the Director:** Mr. Scott Gibson (DIN: 07996879)
2. **Date of Birth:** 25 April 1969
3. **Date of Appointment on the Board:** 20 November 2017
4. **Qualifications:** Mr. Gibson is a Chartered Accountant registered with the Public Accountants' and Auditors' Board, Johannesburg, South Africa
5. **Experience:** He worked for Gary Player for three years before moving to Deloitte Corporate Finance in London. He was also the Managing Director of Conscripti (Pty) Limited (a JV between Dimension Data and Tata Consultancy Services) from March 2005 to March 2007. He was appointed as the Group CEO of Britehouse Holdings (Pty) Limited from April 2007 to September 2015. He was appointed as a Non-Executive (Additional) Director of our Company on November 20, 2017.
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 2018-19):** 3 (three)
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	Britehouse Holdings (Pty) Ltd	Director
2	Hampden Olimpico (Pty) Ltd	Director & Shareholder

# **NIHILENT LIMITED**

**(formerly Nihilent Technologies Limited)**

CIN: U72900PN2000PLC014934

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

## **Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business**

### **ITEM NO. 3**

Mr. Sanjeev Singh is a seasoned IT professional with total work experience spanning 18 years for big Groups as well as State Government in the United States. He was last associated with Technosoft Corporation, US, from September 2017 to date, where he played the role of an Interim Manager and Advisor for Treasury Department of State of Michigan and other agencies. He has completed his Master's in Business Administration (Business) from Carson Newman University, Tennessee, U.S. after his Graduation in Electrical Engineering from Magadh University, Patna, India. Mr. Sanjeev Singh has also worked for companies like Deloitte Consulting LLP, Technical Strategies Inc, Youngsoft US to name a few. Mr. Sanjeev Singh has strong business acumen and has been involved in creating business plan, negotiating for executing global contracts and analyzing the business need. He holds sales and account management experience in the field of software solution and services, consulting, IT services, QA Testing.

Based on his experience and knowledge and on merit, Mr. Sanjeev Singh is considered suitable for the post of Head of Testing. He is strong in stakeholder management, which has helped him successfully collaborate with leaders, business, vendors, clients and employees to execute significant projects and meet strategic and operational goals.

The appointment of Mr. Sanjeev Singh was approved by the Board of Directors on 31<sup>st</sup> July 2019. The appointment comes within the meaning of Related Party transaction(s) in terms of provisions of the Act and applicable Rules framed thereunder. Hence, the approval/ratification of shareholders is sought for appointment of Mr. Sanjeev Singh who is a relative of Mr. L. C. Singh, Director. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions are as follows:

- i. Name of the Related Party : Mr. Sanjeev Singh
- ii. Name of the Director or KMP who is related : Mr. L C Singh
- iii. Nature of Relationship : Son in Law
- iv. Nature, material terms, monetary value and particulars of the contract or arrangement: as given in the Resolution at Item no. 3.

Except Mr. L C Singh, no other Director, Key Managerial Employees, officers and their relatives are concerned or interested in the resolution as set out at Item No. 3. The Board recommends this Resolution for your approval.

**NIHILENT LIMITED**  
**(formerly Nihilent Technologies Limited)**

CIN: U72900PN2000PLC014934

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

**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

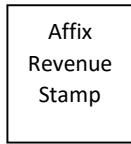
3. Name: .....

Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 19<sup>th</sup> Annual General Meeting of the company, to be held on Friday, the 27<sup>th</sup> day September 2019 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4<sup>th</sup> 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..... 2019  
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.**

**NIHILENT LIMITED**  
**(formerly Nihilent Technologies Limited)**

CIN: U72900PN2000PLC014934

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

**NINETEENTH ANNUAL GENERAL MEETING**

**ATTENDANCE SLIP**

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

**Date & Time:** 27<sup>th</sup> day of September 2019, 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 Nineteenth Annual General Meeting of the members of Nihilent Limited (formerly Nihilent Technologies Limited) will be held on Friday, the 27<sup>th</sup> day of September 2019 at 11.30 a.m. (IST) at the Registered Office of the Company at 403/404, 4<sup>th</sup> Floor, Weikfield IT Citi Infopark, Nagar Road, Pune 411 014.

\_\_\_\_\_  
Signature of Member / Proxy

**Note:**

1. Electronic copy of the Annual Report for 2019 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.

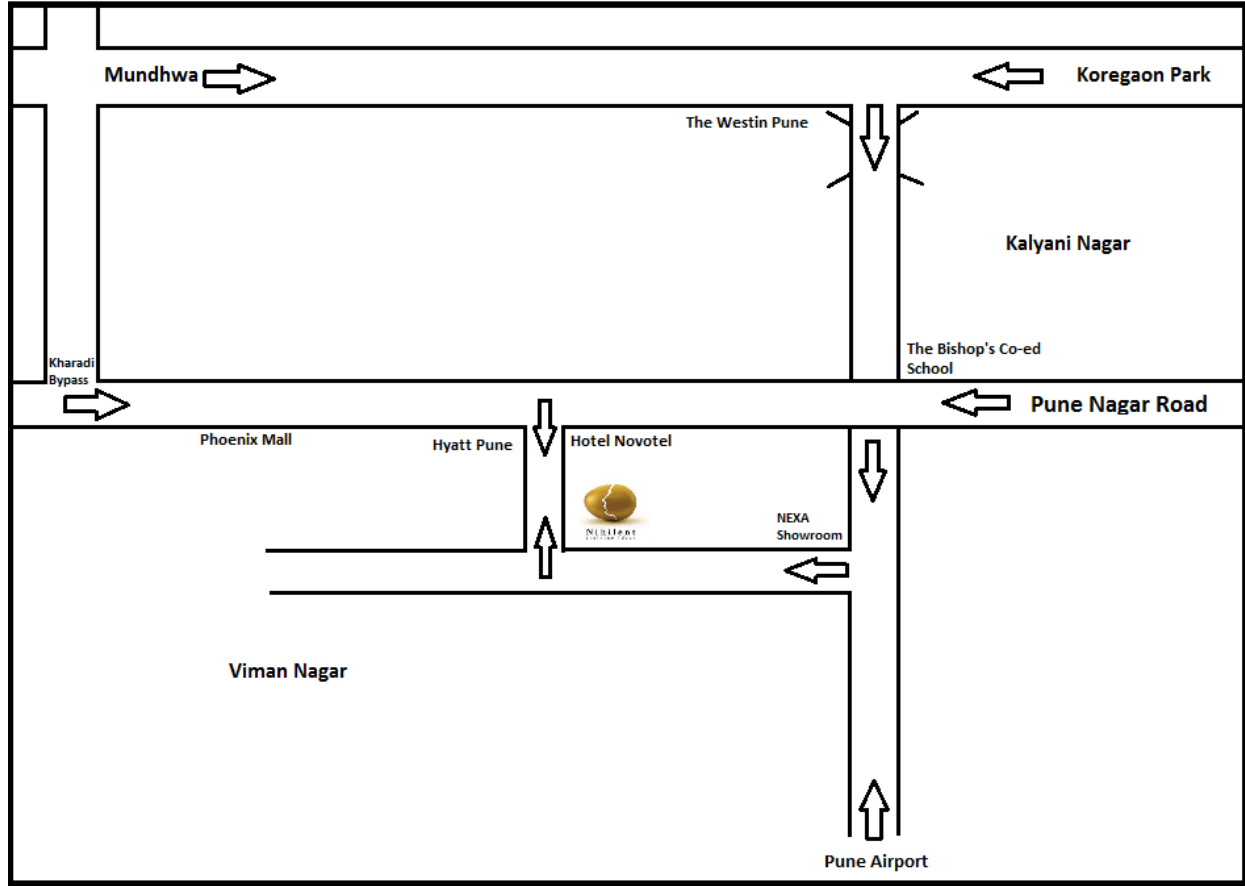
# NIHILENT LIMITED

(formerly Nihilent Technologies Limited)

CIN: U72900PN2000PLC014934

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

## Route map to the AGM venue



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