

# Nihilent Analytics Ltd.

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## NOTICE OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **28<sup>th</sup> (Twenty-eighth) Annual General Meeting** of the Members of the Company will be held on Tuesday, the 29<sup>th</sup> day of September, 2020 at 10:30 hrs. at the Registered Office of the Company at 8th Floor, B Block, Weikfield IT Citi Infopark, Nagar Road, Pune 411014, India to transact the following business:-

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2020, together with the reports of Directors and the Auditors thereon.**
- 2. To consider re-appointment of Mr. Shubhabrata Banerjee (DIN: 02189336), who retires by rotation as per the provisions of Companies Act 2013.**

### SPECIAL BUSINESS:

- 3. To consider re-appointment of Dr Uddesh Kumar Kohli (DIN: 00183409) as an Independent Director.**

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and the rules framed thereunder, read with Schedule IV to the Act, including statutory amendments for the time being in force and based on the recommendation of the Nomination and Remuneration Committee, Dr. Uddesh Kumar Kohli (DIN: 00183409), whose period of office expires at the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2020, and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and who is eligible for re-appointment for the second term under the provisions of the Act and Rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the director pursuant to Section 160 of the Act and whose office shall not be liable to retire by rotation; be and is hereby approved for a term of 1 year.

“RESOLVED FURTHER THAT Mr. Vineet Bahal, Managing Director and Ms. Jhilik Pradhan, Company Secretary, be and are hereby severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”



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Nihilent Analytics Limited

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CIN: U30009PN1992PLC176286

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#### 4. To consider re-appointment of Mr. Vineet Bahal [DIN – 07987940] as Managing Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 196, 197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Vineet Bahal [DIN – 07987940] as Managing Director of the Company upon the terms and conditions as below:

1. Period of appointment: 1 year with effect from 2<sup>nd</sup> April 2020.
2. Annual remuneration: to be paid by the holding Company Nihilent Limited, as decided by the Nomination and Remuneration committee/Board of Directors of the Nihilent Limited, subject to the achievement of performance targets as deemed fit (CTC for FY 2019-20 is INR 8.718 Million p.a. - Fixed: INR 5.035 Million p.a., Bonus: INR 3.683 Million; subject to revision as may be decided by the holding Company, Nihilent Limited)
3. Personnel Policies: The personnel policies of the Nihilent Limited will be applicable to Mr. Bahal, unless specifically provided otherwise.
4. Duties: As provided in Companies Act 2013 and the Rule thereof he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
5. Annual Appraisals: Mr. Bahal will be eligible for annual increments by the Remuneration Committee of Nihilent Limited based on merit and Company’s performance; incentive remuneration and/or commission based on certain performance criteria to be laid down by the Board/ Remuneration Committee of Nihilent Limited; benefits, perquisites and allowances, as may be determined from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter/amend/revise the terms and conditions of appointment of Mr. Bahal as the Managing Director in accordance with applicable provisions of Companies Act 2013, Schedule V of the and such other approvals and sanctions as may be necessary.

RESOLVED FURTHER THAT Mr. Vineet Bahal shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.



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

**Sd/-  
Jhilik Pradhan  
Company Secretary**

**Place: Pune  
Date: 7<sup>th</sup> September 2020**

## **NOTES & INSTRUCTIONS:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.

The instrument appointing a Proxy, in order to be effective, should be deposited with the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A proxy Form No. MGT-11 is enclosed.

2. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
3. Members are requested to bring their copy of the Annual Report along with them to the meeting.
4. The Company has appointed the following Registrar & Share Transfer Agent (RTA) to deal with Demat Shares :

**Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound  
L B S Marg, Bhandup (W), Mumbai – 400 078**

5. Explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Route map to the venue of the meeting is attached with this notice in order to facilitate the member to reach the venue of the meeting.



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

### ITEM NO. 3

The members of the Company in the Annual General Meeting held on 11<sup>th</sup> August, 2015 had approved the appointment of Dr. Uddesh Kumar Kohli as an Independent Director of the Company for a period of 5 (Five) years upto the conclusion of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company in the Calendar year 2020 in terms of the provisions of Section 149 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

In terms of the above, the present tenure of Dr. Uddesh Kumar Kohli as an Independent Director of the Company expires at this Annual General Meeting (AGM). 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, subject to shareholders approving the second term by passing a special resolution.

Based on recommendation of Nomination and Remuneration Committee and considering performance evaluation of Dr. Kohli, the Board of Directors of the Company in its meeting held on 4<sup>th</sup> September, 2020, recommended the re-appointment of Dr. Kohli as an Independent Director of the Company for a term of 1 year upto the conclusion of the 29<sup>th</sup> Annual General Meeting (AGM) of the Company in the Calendar year 2021.

Dr. Uddesh Kumar Kohli has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as an Independent Director is now being placed before the members for their approval.

The company has also received from Dr. Kohli

- The consent in writing to act as Independent Director (Form DIR-2)
- Intimation that they are not disqualified under section 164(2) of the Companies Act, 2013(Form DIR-8)

A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the company during normal business hours on any working days.

The members are requested to note that Dr. Kohli has exceeded the age of 70 years, the Special resolution given in this notice be also considered as the applicable resolution for the purpose of Section 196(3) of Companies Act 2013, wherever applicable. Hence the appointment, if approved, will be deemed to include approval for appointment beyond the age of 70 years.



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Except Dr Kohli, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, in the proposed resolution set out at Item No.3

Disclosures pursuant to the Secretarial Standards on General Meeting (SS-2) issued by issued by the Institute of Company Secretaries of India is annexed as **Annexure -I**

## ITEM NO. 4

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> March, 2020 re-appointed Mr. Vineet Bahal as Managing Director of the Company with effect from 2<sup>nd</sup> April, 2020 for a period of one year on the basis of recommendation of Nomination and Remuneration Committee and subject to the shareholders of the Company.

Mr. Vineet Bahal aged 52 years, is the Senior Vice President - Techno-Commercial of our parent Company, Nihilent Limited. He holds a bachelor's degree in science from University of Bombay and a master's degree in Computer Applications from University of Pune in the year 1995. He has approximately 27 years of experience in IT consulting and delivery management. In the past, he has been associated with Tata Consultancy Services and Zensar Technologies.

The Board recommends the Resolutions set out at Item No. 4 of the Notice for approval by the Members.

Except Mr. Bahal, being an appointee, none of the Directors of the Company and their relatives are concerned or interested, in the proposed resolution set out at Item No.4

Disclosures pursuant to the Secretarial Standards on General Meeting (SS-2) issued by issued by the Institute of Company Secretaries of India is annexed as **Annexure -I**

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

Sd/-  
**Jhili Pradhan**  
Company Secretary

**Place: Pune**

**Date: 7<sup>th</sup> September 2020**



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## Annexure 1

### Additional Information of Directors seeking re-appointment/appointment at the Twenty-Eighth Annual General Meeting pursuant to Secretarial Standards II

Name of the Director	Mr. Shubhabrata Banerjee	Dr. Uddesh Kumar Kohli	Mr. Vineet Bahal
Date of Birth	14 September 1966	12 December 1940	12 March 1967
Date of first Appointment on the Board	07 October 2016	29 March 2013	02 April 2018 as an Additional Director and Managing Director
Qualifications	Bachelor's degree in science, Chartered Accountant, Associate member of Institute of Cost Accountants of India and Degree of executive master's in international business IIFT.	B.E. (Hons.) from IIT Roorkee, Post Graduate Diploma in Industrial Administration from Manchester University, UK and PhD in Economics from the Delhi School of Economics.	Master's degree in computer applications and a bachelor's degree in Science
Experience	Approx. 25+years	Approx.55 Years	Approx.30+ Years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	-	As more specifically mentioned in item no. 3 of this Notice	As more specifically mentioned in item no. 4 of this Notice
Remuneration details (including sitting fees & Commission)	Not Applicable	INR 1,35,000/-	As mentioned in Resolution no. 4
Shareholding in the company	1 share (nominee)	-	-
Relation with other directors/KMP	-	-	-
The number of Meetings of the Board attended during the year (2019-20)	5 of 5	5 of 5	5 of 5
Other Directorships, Membership/ Chairmanship of Committees of other Boards.	<ul style="list-style-type: none"><li>• Intellect Bizware Services Pvt Ltd.</li><li>• Nihilent Inc. USA</li></ul>	<ul style="list-style-type: none"><li>• GE Power Ltd.</li></ul>	<ul style="list-style-type: none"><li>• Seventh August IT Services Pvt. Ltd.</li></ul>



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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

as my/our proxy to attend and vote for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the company, to be held on Tuesday the 29<sup>th</sup> day of September 2020 at 10.30 a.m. (IST) at the Registered Office of the Company at 8th Floor, B Block, 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..... 2020  
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-EIGHTH ANNUAL GENERAL MEETING

### ATTENDANCE SLIP

**Venue of the Meeting:** 8th Floor, B Block, Weikfield IT Citi Infopark, Nagar Road, Pune 411014, India

**Date & Time:** 29<sup>th</sup> day of September 2020, 10.30 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-Eighth Annual General Meeting of the members of Nihilent Analytics Limited will be held on Tuesday, the 29<sup>th</sup> day of September 2020 at 10.30 a.m. (IST) at the Registered Office of the Company at 8th Floor, B Block, Weikfield IT Citi Infopark, Nagar Road, Pune 411 014.

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

#### Note:

1. Electronic copy of the Annual Report for 2020 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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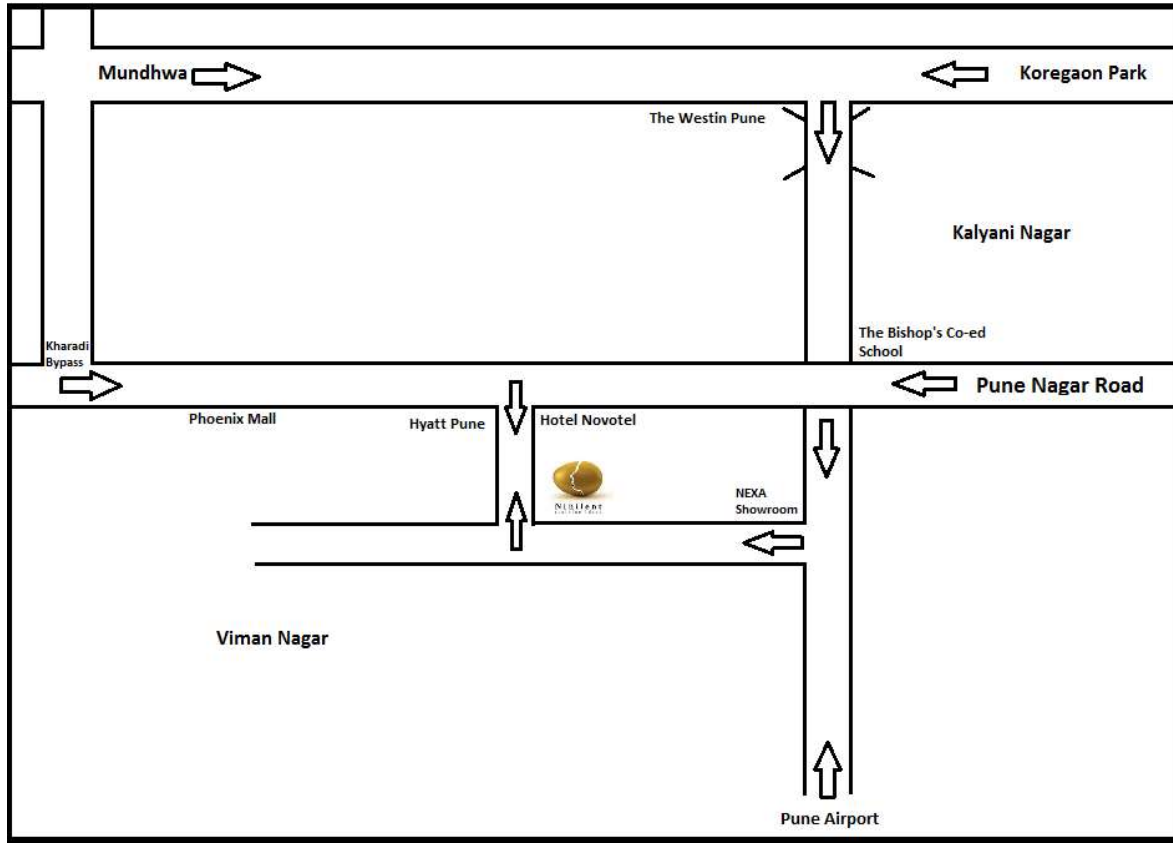
E-mail: DL\_accounts@nihilent.com



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Route – Map for 28th Annual General Meeting of Nihilent Analytics Limited at its registered office, at 8th Floor, B Block, Weikfield IT Citi Infopark, Nagar Road, Pune 411014



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