

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the members of Intellect Bizware Services Private Limited will be held on Tuesday the 28th day of September 2021 at 9.30 a.m. (IST), at 601-605, 6th Floor, Technocity, Plot No. X-5/3, MIDC, Mahape, Navi Mumbai MH 400710 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 31st March 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shubhabrata Banerjee (DIN: 02189336) who retires by rotation and being eligible offers himself for re- appointment.

SPECIAL BUSINESS:

3. To regularize appointment of Mr. Rahul Bhandari from Additional Director to Director.

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

“RESOLVED that pursuant to the provisions of Sections 152, 160 & 161 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 for the time being in force), Mr. Rahul Bhandari (DIN 06999243) who was appointed as an Additional Director of the Company on 19th August 2021 by the Board of Directors and who holds office as such up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation”.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**On behalf of the Board
For Intellect Bizware Services Private Limited**

**Sd/-
Veena Sharma
Company Secretary**

Date: 6 September 2021

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.
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 PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

3. Proxies submitted on behalf of Companies etc., must be supported by an appropriate resolution/authorization, as applicable.
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

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

Item No. 1

The Members are requested to note that Mr. Rahul Bhandari (DIN 06999243) was appointed as the Additional Director on the Board by a resolution passed on 19th August 2021. He is a Non-Executive Non Independent Director liable to retire by rotation. The members are requested to regularise his appointment from Additional Director to Director.

Except Mr. Rahul Bhandari, none of the Directors, Key Managerial Employees, officers and their relatives are concerned or interested, in this resolution.

Additional Information of Directors seeking re-appointment/appointment at the General Meeting pursuant to Secretarial Standards II:

1. **Name of the Director:** Mr. Rahul Bhandari
2. **Date of Birth:** 19 June 1975
3. **Date of Appointment on the Board:** 19th August 2021
4. **Qualifications** He holds a bachelor's degree in law from Symbiosis Law School, Pune and a bachelor's degree as well as a post graduate degree in commerce from Marathwada Mitra Mandal College of Commerce, Pune. He is a qualified company secretary and a member of the Institute of Company Secretaries of India.
5. **Experience:** He has around 20 years of experience in secretarial field. He is the Group Company Secretary and Legal Head of Nihilent Limited. Prior to joining Nihilent Limited, he has worked with Hitech Plast Limited, Pune, a listed company, as an Assistant Company Secretary and Compliance Officer.
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 (calendar year 2021 up to date):** 1 meeting as a Director, 2 meetings as an invitee.
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	Nihilent Limited	KMP
2	Nihilent Tanzania limited	Director
3	Nihilent Australia Pty Limited	Director

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

Name of the Director	Mr. Shubhabrata Banerjee
Date of Birth	14/09/1966
Date of first Appointment on the Board	24/10/2015
Qualifications	He holds a bachelor's degree in science from St. Xavier's College, Calcutta in the year 1988. He is a qualified Chartered Accountant and is a fellow member of the Institute of Chartered Accountants of India. He is also an associate member of Institute of Cost Accountants of India. Further, he also holds a degree of executive master's in international business from Indian Institute of Foreign Trade.
Experience	Approx. 25 Years He is the Group Chief Financial Officer of Nihilent Limited since 2005 He has also worked with NIIT Technologies.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	-
Last drawn remuneration, if applicable	-
Shareholding in the company	-
Relation with other directors/KMP	-
The number of Meetings of the Board attended during calendar year 2021 up to date	3
Other Directorships, Membership/ Chairmanship of Committees of other Boards.	<ul style="list-style-type: none"> • Nihilent Inc. USA (Director) • Nihilent Limited (Group CFO)

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 (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Tuesday the 28th day of September 2021 at 9.30 a.m. IST, at 601-605, 6th Floor, Technocity, Plot No. X-5/3, MIDC, Mahape, Navi Mumbai MH 400710 India and at any adjournment thereof in respect of such resolutions as are indicated below:

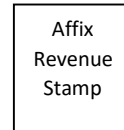
Resolution No.

.....
.....
.....

Signed this..... day of..... 2021

Signature of shareholder

Signature of Proxy holder(s)



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.

**ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Venue of the Meeting: 601-605, 6th Floor, Technocity, Plot No. X-5/3, MIDC, Mahape, Navi Mumbai MH 400710 India

Date & Time: Tuesday the 28th day of September 2021 at 9.30 a.m. IST

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.

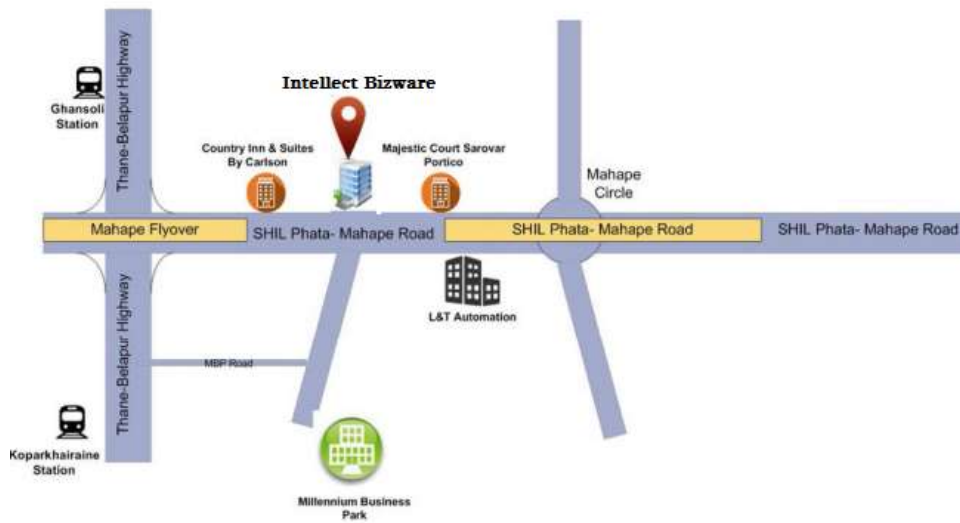
I hereby record my presence at the Annual General Meeting of the members of Intellect Bizware Services Private Limited will be held on Tuesday the 28th day of September 2021 at 9.30 a.m. IST at 601-605, 6th Floor, Technocity, Plot No. X-5/3, MIDC, Mahape, Navi Mumbai MH 400710 India.

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.

Route map to the AGM venue



ANNEXURE III TO BOARD'S REPORT					
FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2021					
Pursuant to Section 92 (3) of the Companies Act, 2013 and					
Rule 12(1) of the Companies (Management and Administration) Rules, 2014					
I REGISTRATION AND OTHER DETAILS:					
i	CIN	U72300MH2009PTC192567			
ii	Registration Date	5/22/2009			
iii	Name of the Company	INTELLECT BIZWARE SERVICES PRIVATE LIMITED			
iv	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company			
v	Address of the Registered office & contact details.	Technocity,6th Floor, Plot No X-5/3,Opp.M.B.P.Mahape,M.I.D.C. Navi Mumbai-400710 INDIA			
vi	Whether listed company	No			
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park,L B S Marg, Vikhroli West,Mumbai 400083			
II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY					
All the business activities contributing 10% or more of the total turnover of the company shall be stated:-					
Sl. No.	Name & Description of main Products/Services	NIC - Code of the Product /Service	% to total turnover of the Company		
1	IT Consultancy, Software development and related services	892	100		
III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	Nihilent Limited Office Nos.403-404,4th Floor, Weikfield IT Citi Infopark, Nagar Road, Pune-411014	U72900PN2000PLC0149 34	Holding Company	100.00%	Section 2(46)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1,900	0	1,900	19.00%	0	0	0	0.00%	19% Transferred
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	8,100	-	8,100	81.00%	10,000	-	10,000	100.00%	additional 19% acquired
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (1)	10,000	-	10,000	100.00%	10,000	-	10,000	100.00%	10%
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (2)	0	0	0	0%	0	0	0	0.00	0%
Total Shareholding of Promoter (A) : (A)(1)+(A)(2)	10,000	-	10,000	100.00%	10,000	-	10,000	100.00%	0%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0%
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify) NRI	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0	0%
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0%
Grand Total (A+B+C)	10000	0	10,000	100.00%	10000	0	10,000	100.00%	0%

(ii) SHARE HOLDING OF PROMOTERS							
Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total shares of the Company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged encumbered to total shares
1	Mr Gopalakrishna Lingam	760	7.60%	0	0	0	0
2	Mr Sabahat Kazi Syed	760	7.60%	0	0	0	0
3	Mr Sanjay Gupte	380	3.80%	0	0	0	0
4	Nihilent Limited*	8100	81.00%	0	10,000	100.00%	0
	Total	10,000	100.00%	-	10,000	100.00%	-

*1 nominee share is held by Mr. Rahul Bhandari

(iii) Change in Promoters' Share holding (please specify, if there is no change)						
	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year*		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year	Mr Gopalakrishna Lingam	760	7.60%	760	7.60%	
	Mr Sabahat Kazi Syed	760	7.60%	760	7.60%	
	Mr Sanjay Gupte	380	3.80%	380	3.80%	
	Nihilent Limited	8,100	81%	8,100	81%	
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Mr Gopalakrishna Lingam	reduced by 7.60%	Additional Stake acquired by Nihilent Limited.			
	Mr Sabahat Kazi Syed	reduced by 7.60%				
	Mr Sanjay Gupte	reduced by 3.80%				
	Nihilent Limited	Increased by 19%				
At the End of the year	Mr Gopalakrishna Lingam	0	0.00%			
	Mr Sabahat Kazi Syed	0	0.00%			
	Mr Sanjay Gupte	0	0.00%			
	Nihilent Limited	10,000	100%			

*cumulative shareholding during the year shows the highest no. of shares held at anytime during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)					
Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel (KMP)					
Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr Gopalakrishna Lingam				
	At the beginning of the year	760	7.60%	760	7.60%
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	08 Jan 2021 - transferred shares to Nihilent Limited			
	At the end of the year	0	0.00%	0	0.00%
2	Mr Sabahat Kazi Syed				
	At the beginning of the year	760	7.60%	760	7.60%
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	08 Jan 2021 - transferred shares to Nihilent Limited			
	At the end of the year	0	0.00%	0	0.00%

*Cumulative shareholding is the highest shareholding at any time during the year

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	—	-	—	-
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	-	-	-
Change in Indebtedness during the financial year				
Additions	—	—	—	—
Reduction	—	—	—	—
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount	—	-	—	-
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	—	-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Name of MD/WTD/Manager	Total Amount
		Gopalakrishna Lingam WTD	Sabahat Kazi WTD	
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,388,040	8,388,040	16,776,080
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
	Stock Option	-	-	-
2	Sweat Equity	-	-	-
3	Commission	-	-	-
4	- as % of profit	-	-	-
	- others, specify...	-	-	-
	Others, please specify	-	-	-
5	Total (A)	8,388,040	8,388,040	16,776,080
	Ceiling as per the Act	NA	NA	
*Special Resolution of Shareholders is passed for payment of salary above the ceiling.				

The above figures represent actual payout as per Form 16

B.	Remuneration to other directors:				
Sl. No.	Particulars of Remuneration	Minoo Dastur	Shubhabrata Banerjee	L C Singh	
1	Independent Directors				
	(a) Fee for attending board / committee meetings	0	0	0	
	(b) Commission	0	0	0	
	(c) Others, please specify	0	0	0	
	Total (1)	0	0	0	
2	Other Non Executive Directors				
	Fees for Attending Board / Committee Meeting	0	0	0	
	Commission	0	0	0	
	Others, please specify	0	0	0	
	Total (2)	0	0	0	
	Total (B)=(1+2)	0	0	0	
	Total Managerial Remuneration	0	0	0	
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD				
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
1	Gross Salary	CEO & WTD	Company Secretary	CFO & WTD	Total Amount
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	—	—	—	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	as % of profit	—	—	—	—
	others, specify	—	—	—	—
5	Others, please specify	—	—	—	—
	Total	—	—	—	-

CEO and CFO are also the Whole Time Directors, and remuneration is as mentioned above in point VI A

Salary of the Company Secretary is paid by Nihilent Limited, Holding Company.

VII	PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made, if any (give details)	
A. COMPANY						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	
B. DIRECTORS						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	
C. OTHER OFFICERS IN DEFAULT						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	

FOR AND ON BEHALF OF THE BOARD

INTELLECT BIZWARE SERVICES PRIVATE LIMITED

Mr. Gopalakrishna Lingam

DIN : 02331796

Date :

Mr. Sabahat Kazi Syed

DIN : 02324109

Date :