

**NOTICE**

Notice is hereby given that the Twenty Ninth (29<sup>th</sup>) Annual General Meeting of M/s. Nihar Info Global Limited will be held on Friday, the 30<sup>th</sup> day of June, 2023 at 4.30 P.M. (IST) through video conferencing ('VC') / other audio-visual means ('OAVM') to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of Board of Directors and Auditors thereon.

**Item No. 2:**

To appoint a director in place of Mr. BSN Suryanarayana (DIN: 01499145), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 3:**

Issuance of 5, 00,000 Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 through Preferential basis to Non-Promoters:

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 Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re- enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations

modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 5,00,000 (Five Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company (the "Equity Share") at a price of Rs. 10/- (Rupees Ten Only) per Equity Share aggregating to Rs. 50,00,000/- (Indian Rupees Fifty Lakhs Only) considering 30th May, 2023 as the Relevant Date, it being the date 30 days prior to the date of this Meeting as per the provisions of SEBI(ICDR) Regulations, 2018 as amended (the "ICDR Regulations") to the following investor (the "Allottee") on a preferential basis through private placement (the "Preferential Issue") and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board to the following entity being an entity which is not a part of the promoter group (the "Proposed Allottee") as detailed herein below."

Sl. No.	Name	Category	No. of Equity Shares	Name of the ultimate Beneficial owner
1.	Satyakiran Gannarapu	Non-Promoter	30,000	Satyakiran Gannarapu
2.	Varanasi Guna Sekhar Reddy	Non-Promoter	50,000	Varanasi Guna Sekhar Reddy
3.	Thamanikkra Vazakkad Midhun	Non-Promoter	50,000	Thamanikkra Vazakkad Midhun
4.	Gorthy Sarath Chandra	Non-Promoter	20,000	Gorthy Sarath Chandra
5.	Siddhant Laxmikant Kabra	Non-Promoter	70,000	Siddhant Laxmikant Kabra
6.	Hemalatha Nomula	Non-Promoter	50,000	Hemalatha Nomula
7.	Sasi Kumar Bandlamudi	Non-Promoter	1,15,000	Sasi Kumar Bandlamudi
8.	K. Ramakrishna	Non-Promoter	20,000	K. Ramakrishna
9.	Kothuru Sagar	Non-Promoter	50,000	Kothuru Sagar
10	Pillarisetty Srikanth	Non-Promoter	45,000	Pillarisetty Srikanth
<b>Total</b>			<b>5,00,000</b>	

**"RESOLVED FURTHER THAT**, in accordance with the provisions of the ICDR Regulation 161, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares is 30<sup>th</sup> May, 2023, which is 30 days prior to the date of the Annual General Meeting, i.e., 30<sup>th</sup> June, 2023 and the floor price so calculated is Rs. 6.81/- (Rupees Six and Eighty One Paise Only).

**"RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company in dematerialized form to the Proposed Allottees within a period of 15 days from the date of passing this resolution, provided where the allotment of Equity shares is pending on account of any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

**"RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE876E01033 in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members."



**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.”

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the SEBI (ICDR) Regulations and shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post-issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** Mr. Boda Divyesh Nihar, Managing Director (DIN: 02796318), be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions including to execute any document on behalf of the Company.”

**Item No.4:**

Issuance of 29, 90,000 Convertible Warrants into Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 through preferential basis to promoters & non-promoters:

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 Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re- enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of



Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 29, 90,000 (Twenty Nine Lakhs and Ninety Thousand) Convertible Equity Warrants ("Warrants") on preferential basis ("Preferential Offer") to Promoters and other Non-Promoters as mentioned below ("Warrant Holders"/"Proposed Allottees") at a price of ₹ 10/- (Indian Rupees Ten Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 2,99,00,000/- (Indian Rupees Two Crores and Ninety Nine Lakhs Only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sl. No.	Proposed Allottees	Category	No. of Warrants	Name of the ultimate Beneficial owner
1	Divyesh Nihar Boda	Promoter	7,82,000	Divyesh Nihar Boda
2	Boda Vijaya Lakshmi	Promoter	7,82,000	Boda Vijaya Lakshmi
3	A Naga Krishna Praneetha	Promoter	7,82,000	A Naga Krishna Praneetha
4	Goldenare IT Solutions Private Limited	Non-Promoter	3,22,000	A.Vydehi
5	On High Impex Private Limited	Non-Promoter	3,22,000	Annapantula Seetarama Murthy
<b>Total</b>			<b>29,90,000</b>	

**“RESOLVED FURTHER THAT** the Board of Directors of the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 30<sup>th</sup> May, 2023, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is Rs. 6.81/- (Rupees Six and Eighty One Paise Only).

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. An amount equivalent to 25% of the Warrant issue price shall be payable at the time of subscription-and allotment of each Warrant and the balance 75% of the Warrant issue price shall be payable by the warrant holder at the time of allotment of Equity Shares.
- ii. The said Warrants shall be issued and allotted by the Company to Promoters and Promoter group and Non Promoters within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii. The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company bearing ISIN



INE876E01033 from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

iv. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

v. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

vi. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

vii. In the event of Warrant Holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

viii. That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

ix. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

x. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the warrant holders, if any, in the Company shall also be subject to lock-in as per the provisions of the (ICDR) Regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Telangana (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further



consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** Mr. Boda Divyesh Nihar, Managing Director (DIN: 02796318), be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions including to execute any document on behalf of the Company.”

**Item No. 5:**

**Increase of Authorised Share Capital:**

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 Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores only) consisting of 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be and is hereby altered and the following shall be substituted in place of the existing one as follows:

V. The authorised share capital of the Company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has power, from time to time to increase or reduce the capital and to divide the shares in the capital for time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles or Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

**“RESOLVED FURTHER THAT** Article 3 of the Articles of Association of the Company be and is hereby altered and the following shall be substituted in place of the existing one as follows:



### 3. Authorised Share Capital

The Authorised Share Capital of the Company is 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs Only) Equity Shares of 10/- (Rupees Ten) each amounting to 16,00,00,000 /- (Rupees Sixteen Crores) with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company into several classes and attach thereto respectively, subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

By Order of the Board of Directors



**Boda Divyesh Nihar**

Managing Director

DIN: 02796318



**Place:** Secunderabad

**Date:** 30/05/2023

#### Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“The Act”), which sets out the details in relation to Special Business at the meeting is annexed hereto.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/ 2022 dated May 05, 2022 and General Circular No. 10/ 2022 dated December 28, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first

come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 97-2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, and General Circular No. 20/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/ 2022 dated May 05, 2022 and General Circular No. 10/ 2022 dated December 28, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.niharinfo.in](http://www.niharinfo.in). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/ 2022 dated May 05, 2022 and General Circular No. 10/ 2022 dated December 28, 2022.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **27<sup>th</sup> June, 2023** at 9.00 A.M. and ends on **29<sup>th</sup> June, 2023** at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23<sup>rd</sup> June, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.





Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> .</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meetings.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43



Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) → Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. → If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (ix) Click on the EVSN for the relevant, Company Name i.e., Nihar Info Global Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non-Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz., [www.niharinfo.in](http://www.niharinfo.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.



3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [niharinfo1995@gmail.com](mailto:niharinfo1995@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [niharinfo1995@gmail.com](mailto:niharinfo1995@gmail.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For physical shareholders- please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to the **Company/RTA**.
2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order of the Board of Directors



**Boda Divyesh Nihar**

Managing Director

DIN: 02796318



**Place:** Secunderabad

**Date:** 30/05/2023

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice.

**ITEM NO. 3 AND 4:**

**ISSUE OF EQUITY SHARES AND CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES:**

The Board of Directors of the Company, in its meeting held on 30th May, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 5,00,000 (Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) face value ("Shares") at an issue price of Rs. 10 /- (Rupees Ten only) for a consideration not exceeding an aggregate amount of Rs. 50,00,000 /-(Rupees Fifty Lakhs only) and 29,90,000 (Twenty-Nine Lakhs Forty Thousand only) Convertible Equity Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) at Rs. 10/- (Rupees Ten Only) each for a consideration not exceeding an aggregate amount of Rs. 2,99,00,000 /- (Rupees Two Crore Ninety-Nine Lakhs only) total issue aggregating to Rs. 3,49,00,000 (Rupees Three Crores and Forty Nine Lakhs Only) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")) as on the relevant date to investor i.e. 30th May, 2023 in terms of ICDR Regulations ("Investors") in the manner as recorded by the Board ("Preferential Allotment"). In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a Special Resolution on preferential basis to the proposed allottees as mentioned in the resolution no. 3 & 4.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 23, 42 and 62(1)I of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**A. Objects of the Preferential Issue:**

The Company proposes to raise funds through issue of Equity Shares and Convertible Equity Share Warrants on preferential basis to:

- a) Meet working capital requirements and expand the existing business of the Company.
- b) General corporate purposes or such other objects, as the board may from time to time decide in the best interest of the Company.

**B. Maximum number of specified securities to be issue:**

The Board of Directors in its meeting held on 30th May, 2023 had approved to offer, issue and allot up to:



- (i) 5,00,000 (Five Lakhs) Equity Share of Rs.10/- (Rupees Ten only) face value (“Shares”) at an issue price of Rs. 10/- (Rupees Ten only) for a consideration not exceeding an aggregate amount of Rs. 50,00,000 /- (Rupees Fifty Lakhs only) to Non-Promoters on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.
- (ii) 29,90,000 Convertible Equity Share Warrants of Rs.10/- (Rupees Ten only) face value (“Shares”) at an issue price of Rs. 10/- (Rupees Ten only) for a consideration not exceeding an aggregate amount of Rs. 2,99,00,000 /- (Rupees Two Crores and Ninety-Nine Lakhs only) to promoters and non-promoters on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

**C. Amount which the Company intends to raise by way of such securities**

Upto Rs. 3,94,00,000/- (Rupees Three Crores and Ninety-Four Lakhs Only).

**D. Intention of the Promoters, Directors, or Key Managerial Personnel of the issuer to subscribe to the Offer:**

The Convertible Equity Share Warrants are being offered to Mr. Divyesh Nihar Boda, Mrs. Boda Vijaya Lakshmi and Mrs. A Naga Krishna Praneetha, who belong to the category of Promoters & Promoter Group of the Company, intend to participate/subscribe to the Convertible Warrants. Apart from above, no other Promoters, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.

**E. Equity Shareholding Pattern before and after the proposed preferential issue:**

Sr.No	Category of Shareholder	Pre-Preferential Allotment Holding / Voting Rights as on 30.05.2023				Post Preferential Allotment Holding / Voting Rights							
		Shareholding		Voting Rights		Post Allotment of Equity Shares				* Post exercise of Warrants into Equity Shares			
						Shareholding		Voting Rights		Shareholding		Voting Rights	
		No.	%	No	%	No.	%	No	%	No.	%	No	%
<b>A</b>	<b>Promoters and Promoter Group holding (Indian)</b>												
	Individuals/Hindu undivided Family	2147916	20.64	2147916	20.64	2147916	19.69	2147916	19.69	4493916	32.34	4493916	32.34
	Corporate Bodies	713003	6.85	713003	6.85	713003	6.54	713003	6.54	713003	5.13	713003	5.13
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>2860919</b>	<b>27.49</b>	<b>2860919</b>	<b>27.49</b>	<b>2860919</b>	<b>26.23</b>	<b>2860919</b>	<b>26.23</b>	<b>5206919</b>	<b>37.47</b>	<b>5206919</b>	<b>37.47</b>
<b>B</b>	<b>Public Shareholding</b>												
<b>(1)</b>	<b>Institutions</b>												
(a)	Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Foreign Portfolio Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Financial Institutions/Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Sub Total (B)(1)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>												
(a)	<b>Individuals</b>												
(i)	Individual shareholders holding nominal share capital up to Rs.2 lakhs	2198035	21.12	2198035	21.12	2583035	23.68	2583035	23.68	2583035	18.59	2583035	18.59





(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	4682868	44.99	4682868	44.99	4797868	43.98	4797868	43.98	5197868	34.52	5197868	34.52
(b)	NBFCs Registered with RBI	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
(c)	Any Other												
	Trusts	100026	0.96	100026	0.96	100026	0.92	100026	0.92	100026	0.72	100026	0.72
	Alternative Investment Funds	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
	Non Resident Individuals	27550	0.26	27550	0.26	27550	0.25	27550	0.25	27550	0.2	27550	0.2
	Clearing Members	12	0	12	0	12	0	12	0	12	0	12	0
	Bodies Corporate	500214	4.81	500214	4.81	500214	4.59	500214	4.59	1144214	8.23	1144214	8.23
	I E P F	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
	Unclaimed Susp A/c	38124	0.37	38124	0.37	38124	0.35	38124	0.35	38124	0.27	38124	0.27
	<b>Sub Total (B)(2)</b>	<b>7546829</b>	<b>72.51</b>	<b>7546829</b>	<b>72.51</b>	<b>8046829</b>	<b>73.77</b>	<b>8046829</b>	<b>73.77</b>	<b>8690829</b>	<b>62.53</b>	<b>8690829</b>	<b>62.53</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>7546829</b>	<b>72.51</b>	<b>7546829</b>	<b>72.51</b>	<b>8046829</b>	<b>73.77</b>	<b>8046829</b>	<b>73.77</b>	<b>8690829</b>	<b>62.53</b>	<b>8690829</b>	<b>62.53</b>
	<b>TOTAL A+B</b>	<b>10407748</b>	<b>100</b>	<b>10407748</b>	<b>100</b>	<b>10907748</b>	<b>100</b>	<b>10907748</b>	<b>100</b>	<b>13897748</b>	<b>100</b>	<b>13897748</b>	<b>100</b>
C	Shares held by custodians against which DRs issued (GDR)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>TOTAL A+B+C</b>	<b>10407748</b>	<b>100</b>	<b>10407748</b>	<b>100</b>	<b>10907748</b>	<b>100</b>	<b>10907748</b>	<b>100</b>	<b>13897748</b>	<b>100</b>	<b>13897748</b>	<b>100</b>

**Note:** The post issue shareholding percentage is arrived after considering all the preferential allotments of warrants proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire warrants mentioned Resolution No. 3; consequently, the post-issue shareholding percentage mentioned above may stand altered and (ii) conversion of said warrants into equity shares.

**F. Proposed time within which the allotment shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares and Convertible Equity Share warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**G. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

The Equity Shares pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

Sr.No	Name	Pre-Preferential allotment				Post-Preferential Allotment							
		(30.05.2023)											
		Equity Shares		Voting Rights		Equity Shares		Voting Rights					
		No.	%	No.	%	No.	%	No.	%				



1	Satyakiran Gannarapu	0	0	0	0	30000	0.28	30000	1.04
2	Varanasi Guna Sekhar Reddy	0	0	0	0	50000	0.46	50000	0.87
3	Thamanikkra Vazakkad Midhun	0	0	0	0	50000	0.46	50000	0.26
4	Gorthy Sarath Chandra	0	0	0	0	20000	0.18	20000	2.60
5	Siddhant Laxmikant Kabra	0	0	0	0	70000	0.64	70000	0.26
6	Hemalatha Nomula	0	0	0	0	50000	0.46	50000	0.17
7	Sasi Kumar Bandlamudi	0	0	0	0	115000	1.05	115000	0.26
8	K. Ramakrishna	0	0	0	0	20000	0.18	20000	1.73
9	Kothuru Sagar	0	0	0	0	50000	0.46	50000	4.33
10	Pillarisetty Srikanth	0	0	0	0	45000	0.41	45000	4.33
		0	0	0	0	500000	4.58	500000	4.58

The Shares warrants against Equity Shares pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

Name	Pre-Preferential allotment (as on 30.05.2023)				Post Preferential Allotment							
					Post allotment of Equity Shares				*Post exercise of Warrants into Equity Shares			
	Equity Shares		Voting Rights		Equity Shares		Voting rights		Equity Shares		Voting Rights	
	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%
Divyesh Nihar Boda	811394	7.80	811394	7.80	811394	7.44	811394	7.44	1593394	11.47	1593394	11.47
Boda Vijaya Laxmi	400047	3.84	400047	3.84	400047	3.67	400047	3.67	1182047	8.51	1182047	8.51
A Naga Krishna Praneetha	400000	3.84	400000	3.84	400000	3.67	400000	3.67	1182000	8.50	1182000	8.50
Goldenare IT Solutions Private Limited	20000	0.19	20000	0.19	20000	0.18	20000	0.18	342000	2.46	342000	2.46
On High Impex Private Limited	10000	0.1	10000	0.1	10000	0.09	10000	0.09	332000	2.39	332000	2.39
<b>Total</b>	<b>1641441</b>	<b>15.77</b>	<b>1641441</b>	<b>15.77</b>	<b>1641441</b>	<b>15.05</b>	<b>1641441</b>	<b>15.05</b>	<b>4631441</b>	<b>33.33</b>	<b>4631441</b>	<b>33.33</b>

**NOTE:** The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

## H. Undertakings:

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

Neither the Company, its directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.



The current and proposed status of allottees post the preferential issue of promoters and non-promoters is as follows:

Name of the Allottees	Pre-Preferential allotment (as on 30.05.2023)			Post Preferential Allotment		
				Post allotment of Equity Shares and post conversion of warrants		
	Equity Shares		Category	Equity Shares		Category
No.	%	No.		%		
Satyakiran Gannarapu	0	0	Non-Promoter	30000	1.04	Non-Promoter
Varanasi Guna Sekhar Reddy	0	0	Non-Promoter	50000	0.87	Non-Promoter
Thamanikkra Vazakkad Midhun	0	0	Non-Promoter	50000	0.26	Non-Promoter
Gorthy Sarath Chandra	0	0	Non-Promoter	20000	2.60	Non-Promoter
Siddhant Laxmikant Kabra	0	0	Non-Promoter	70000	0.26	Non-Promoter
Hemalatha Nomula	0	0	Non-Promoter	50000	0.17	Non-Promoter
Sasi Kumar Bandlamudi	0	0	Non-Promoter	115000	0.26	Non-Promoter
K.Ramakrishna	0	0	Non-Promoter	20000	1.73	Non-Promoter
Kothuru Sagar	0	0	Non-Promoter	50000	4.33	Non-Promoter
Pillarisetty Srikanth	0	0	Non-Promoter	45000	4.33	Non-Promoter
Divyesh Nihar Boda	811394	7.80	Promoter	1593394	11.47	Promoter
Boda Vijaya Laxmi	400047	3.84	Promoter	1182047	8.51	Promoter
A Naga Krishna Praneetha	400000	3.84	Promoter	1182000	8.50	Promoter
Goldenare IT Solutions Private Limited	20000	0.19	Non-Promoter	342000	2.46	Non-Promoter
On High Impex Private Limited	10000	0.1	Non-Promoter	332000	2.39	Non-Promoter
<b>Total</b>	<b>1641441</b>	<b>15.77</b>		<b>3490000</b>	<b>25.11</b>	

#### **I. The total number of Shares or other Securities to be issued:**

The Board of Directors in its meeting held on 30th May, 2023 had approved to offer, issue and allot up to:

- (i) 5,00,000 (Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) face value ("Shares") at an issue price of Rs. 10/- (Rupees Ten only) for a consideration not exceeding an aggregate amount of Rs. 50,00,000 /- (Rupees Fifty Lakhs only) to Non-Promoters on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.
- (ii) 29,90,000 Convertible Equity Share Warrants of Rs.10/- (Rupees Ten only) face value ("Shares") at an issue price of Rs. 10/- (Rupees Ten only) for a consideration not exceeding an aggregate amount of Rs. 2,99,00,000 /- (Rupees Two Crores and Ninety-Nine Lakhs only) to promoters and non-promoters on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

#### **J. Listing:**

The Company will make an application to the Stock Exchanges at which the Existing shares are listed, for listing of the Equity Shares and Equity Share Warrants upon which shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

#### **K. Terms of Issue of the Warrants:**



i) In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.

ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.

iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable

iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;

vi) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.

viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;

x) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;

The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees.



#### **L. Pricing of Preferential Issue:**

The Board has fixed the price of Rs. 10/- per warrant in terms of regulation 164(1) of SEBI (ICDR) Regulations, 2018.

#### **M. Basis on which the price would be arrived at:**

The equity shares of Company are listed and the equity shares of the Company are frequently traded on Stock Exchanges, viz., Bombay Stock Exchange Limited ("BSE") in accordance with SEBI (ICDR) Regulations, 2018.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a Valuation Report dated 30th May, 2023 ("Valuation Report") from a Registered Valuer (copy enclosed), who have determined the fair value of the Equity Shares of the Company to be Rs. 6.81/- per share.

#### **Justification for pricing of preferential issue:**

As per Regulation 166A (1) of the SEBI (ICDR) Regulations

*Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.*

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However as proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters.

- (i) Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares): The shares of the Company are frequently traded shares, so as per Regulation 164(1) of SEBI (ICDR) Regulations, the price calculated is Rs. 6.81/- per share.
- (ii) Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 30th May, 2023 from Mr. Hitesh Jhamb, an Independent Registered Valuer- Securities and Financial Assets, having Registration No: IBBI/RV/11/2019/12355, arriving at Rs. 6.81/- and the copy of the same has been hosted on the website of the Company which can be accessed at <https://niharinfo.in>.

The issue price for this Preferential Issue is Rs. 10/- per equity share (Face Value Rs. 10/- each. Since the Shares of the Company are frequently traded shares; price is determined in accordance with Regulation 164(1) of SEBI (ICDR) Regulations by Registered Valuer.



There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

The Board has fixed the floor price as Rs. 10/- per equity share and equity share warrant and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**N. Name and address of valuer who performed valuation-**

Mr. Hitesh Jhamb, Chartered Accountants, Registered valuer having Office Unit No. 116, L-1 Tower, First Floor, Cloud 9, Sector 1, Vaishali, UP-201014

**O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable, as the Company has not proposed to issue the shares for consideration other than cash.

**O. Relevant Date:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Equity Shares is 30th May, 2023 being the 30 days prior to the date of Annual General Meeting.

**P. Change in control if any consequent to preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**Q. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current Financial Year 2023-24.

**R. Lock-in period**

The Equity shares and Equity Share Warrants upon conversion shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**S. Certificate from Practicing Company Secretary:**

The certificate from Surya Gupta & Associates, Practicing Company Secretary, certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days



(excluding Saturdays and Sundays) during 10:00 A.M. to 6:00 P.M. up to the date of Annual General Meeting and all also be available during the Annual General Meeting.

The said Certificate will be uploaded on the website of the Company i.e. <https://niharinfo.in> before the Annual General Meeting.

**T. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:**

The Convertible Equity Share Warrants are being offered to Mr. Divyesh Nihar Boda, Mrs. Boda Vijaya Lakshmi who belong to the category of Promoters of the Company, and are the directors of the Company as well, intend to participate/subscribe to the Convertible Warrants. Apart from above, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of Shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**U. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:**

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders.

**V. Other disclosures:**

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted Equity Shares on preferential basis in the financial year 2023-24.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential allotment of the person holding the shares are in dematerialized form.
- iv. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No. 3 & 4 as special resolution for your approval.

Except Mr. Divyesh Nihar Boda, Mrs. Boda Vijaya Lakshmi and Mrs. A Naga Krishna Praneetha and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of this Notice except to the extent of their shareholding in the Company



**ITEM NO. 4:**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

Presently, the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only).

In order to facilitate the future requirements of the Company, it is proposed to increase the Authorized Share Capital to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Share of Rs. 10/- (Rupees Ten Only). The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company and Article No. 3 of and Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association and Articles of Association of the Company require Members approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.


The set of Memorandum of Association and Articles of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays, and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 4 of this Notice.

By Order of the Board of Directors



  
**Mr. Divyesh Nihar Boda**  
Managing Director  
DIN: 02796318

**Place:** Secunderabad

**Date:** 30/05/2023