

NOTICE

Notice is hereby given that the twenty-second Annual General Meeting of Nihar Info Global Limited will be held on Friday, September 30, 2016 at 11.00 A.M at Hotel Pearl Regency, 11-5-431, Red Hills, near Lakdikapool bridge, Hyderabad- 500004, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Divyesh Nihar Boda (DIN: 02796318), who retires by rotation and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF AUDITORS

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s C. Ramachandram & Co., Chartered Accountants (Firm Registration No. 002864S) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-third AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. REAPPOINTMENT OF MANAGING DIRECTOR

Re-appointment of Mr. BSN Suryanarayana (DIN 01499145), Managing Director of the Company. Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. BSN Suryanarayana, Managing Director of the Company with effect from 13th August 2017 till 13th August 2022 as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. BSN Suryanarayana.

“RESOLVED FURTHER THAT the remuneration payable to Mr. BSN Suryanarayana, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 Of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT Mr. BSN Suryanarayana the Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MR. AJITH KUMAR NAGARANI AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajit Kumar Nagarani (DIN: 03292788), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from 13th November, 2015, whose term of office expires at the ensuing Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto November 12, 2020.

RESOLVED FURTHER THAT Mr. BSN Suryanarayana the Managing Director of the Company be and is hereby authorized to do all such acts and things as may be necessary, proper and expedient to give effect to this Resolution including filing of necessary forms/returns with the Registrar of Companies.”

6. ALTERATION OF OBJECTS CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Telangana, Hyderabad (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by adding the following new sub-clause (e) after the existing sub-clause (d) under Part -A of Clause III thereof:

‘ (e). To carry on the business in India or Globally as trader, dealer, exporter, importers, buyers, Sellers, merchants, indenters, commission, agents, brokers, buying, selling agents, factors, distributors, stockist in all kinds of products and articles of merchandise, commodities, metals and act as manufacturers’ representatives, to set up import and export houses for all types of products required or ordered by customers and also to use for all any of the above purposes, the commerce platform of any other companies.’

“RESOLVED FURTHER THAT Mr. BSN Suryanarayana the Managing Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be

necessary and incidental thereto for giving effect to this Resolution, including agreeing to any change to the aforesaid sub-clause (e) of the Memorandum of Association of the Company, as may be required by the ROC and / or any statutory/regulatory authority.”

7. COMPANY APPROVAL FOR GRANT OF OPTIONS TO THE IDENTIFIED EMPLOYEES DURING ANY ONE FINANCIAL YEAR, EQUAL TO OR EXCEEDING ONE PERCENT (1%) OF THE TOTAL NUMBER OF SHARES OF THE COMPANY AT THE TIME OF GRANT OF OPTION.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 , read with rules made thereunder and Regulation 6(3)(d) of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015,dated June 16, 2015 and all other applicable provisions of the Companies Act, 2013, including rules made thereunder and the SEBI Regulations, as amended from time to time (including any statutory amendment, modification or reenactment to the Act and / or to the SEBI Regulations for the time being in force) and subject to such approvals, permissions, consents, and sanctions as may be required from any statutory or regulatory authorities including such conditions and modifications as may be prescribed or imposed by the aforesaid authorities while granting such approvals, permissions, consents and sanctions, the approval and consent of the members of the Company be and is here by accorded to the Board of Directors (hereinafter referred to as “the Board” which terms shall be deemed to include any committee including compensation committee of the Board) for grant of Stock Options to the identified employees, during any one financial year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversations) of the Company at the time of grant of options.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. BSN Suryanarayana the Managing Director of the Company including the Nomination & Remuneration Committee and/or such other committee as may be decided by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deemed, without being required to seek any further consent or approval of the member(s).”

8. APPROVAL FOR AMENDMENT / VARIATION OF NIHAR EMPLOYEE STOCK OPTION PLAN-2015:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), Rule 12(5)(a) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7 (2) of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015,dated June 16, 2015 and all other applicable provisions of the Companies Act, 2013, including rules made thereunder and the SEBI Regulations, as amended from time to time (including any statutory amendment, modification or reenactment to the Act and / or to the SEBI Regulations for the time being in force) and subject to such approvals, permissions, consents, and sanctions as may be required from any statutory or regulatory authorities including such conditions and modifications as may be prescribed or imposed by the aforesaid authorities while granting such approvals, permissions, consents and sanctions, the approval and consent of the members of the Company be and is here by accorded to the Board of Directors (hereinafter referred to as “the Board” which terms shall be deemed to include any committee including compensation committee of the Board) to amend the existing **clause 8.3** of “**Nihar Employees Stock Option Plan 2015**” (hereinafter “**Plan**”) as follows:

8.3 The maximum number of the options that may be granted to a single employee under this Plan in any one financial year shall not exceed 1% of the total number of shares of the Company at the time of grant of options.

“FURTHER RESOLVED THAT, the other terms and conditions of the **Nihar Employees Stock Option Plan 2015**, except as set out in the explanatory statement, shall remain unchanged.

“FURTHER RESOLVED THAT MR. BSN SURYANARAYANA THE MANAGING DIRECTOR OF THE COMPANY INCLUDING NOMINATION AND REMUNERATION COMMITTEE CUM COMPENSATION COMMITTEE OF THE BOARD BE AND IS HEREBY AUTHORISED IN WHOLE OR IN PART, ON BEHALF OF THE COMPANY, TO DO ALL SUCH ACTS, DEEDS, MATTERS AND THINGS AND EXECUTE ALL SUCH DEEDS, DOCUMENTS, INSTRUMENTS AND WRITINGS, AS IT MAY, IN ITS ABSOLUTE DISCRETION, DEEM NECESSARY OR DESIRABLE FOR SUCH PURPOSE, ON BEHALF OF THE COMPANY TO SETTLE ALL QUESTIONS, DIFFICULTIES OR DOUBTS THAT MAY ARISE IN THIS REGARD AND BRING INTO EFFECT THE ABOVE RESOLUTION, AS IT MAY, IN ITS ABSOLUTE DISCRETION DEEM FIT, WITHOUT BEING REQUIRED TO SEEK ANY FURTHER CONSENT OR APPROVAL OF THE MEMBER(S).”

Place: Secunderabad

By the order of Board of Directors

Date : 27.08.2016

(Sd/-)

BSN Suryanarayana
(Managing Director)
(DIN: 01499145)

Notes:

1. A member of the company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. However, the proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy for any other person or shareholder.
3. The Explanatory statement required under Section 102 of the Companies Act, 2013 in respect of the item is annexed hereto.
4. The Register of Members and Share transfer Books will be closed from 22nd September 2016 to 30th September 2016. **(Both Dates Inclusive)**.
5. The Members are requested to notify any change in their addresses, email address to the Company's Registrar and Share transfer agents, Aarthi Consultants Private Limited, 1-2-285, Domulguda, Hyderabad-500029.
6. Members/Proxies are requested to bring Annual Reports along with the attendance slips filled in for attending the meeting.

7. Members who hold shares in the dematerialised form, are requested to bring their depository account number for identification at the time of their Annual General Meeting.
8. A brief resume of the Directors of Company, seeking appointment/ re- appointment at this Annual General Meeting is given as part of this notice.
9. A statement setting out the material facts in respect of resolutions set out under "Special Businesses" of the Notice pursuant to Sub section 1 of Section 102 of the Companies Act 2013 is annexed hereto.
10. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to submit their PAN details to M/s Aarthi Consultants Pvt. Ltd., the share transfer agents of the Company.
11. Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with rules made thereunder, copies of Annual Report 2015-2016, Notice of the 22nd AGM and instructions for e-voting along with the Attendance slip and the proxy form are being sent by the electronic mode only to all the shareholders whose email addresses are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015-2016 etc. are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to info@aarthiconsultants.com quoting the Folio number and Name of the Company.
12. The Annual Report duly circulated to the members of the Company, is available on the Company's website at www.niharinfo.com
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Aarthi Consultants Pvt. Ltd., on all resolutions set forth in this notice. The Members, whose name appears in the register of Members as on 21st September 2016, are entitled to vote on the Resolutions set forth in this Notice.

Place: Secunderabad

Date: 27.08.2016

By the order of the Board of Directors

Sd/-

**BSN Suryanarayana
(Managing Director)
(DIN: 01499145)**

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

ITEM NO.4

Mr. BSN Suryanarayana Managing Director of the company is proposed to seek the member's approval for being reappointed as Managing Director of the company with effect from 13th August 2017 till 13th August 2022. He will continue to be paid Rs. 6, 00,000/- p.a as earlier.

ITEM NO. 5

The Board of Directors of the Company (the 'Board'), at its meeting held on 13th November 2015, appointed Mr. Ajit Kumar Nagarani as an Additional Director who shall hold office up to the date of ensuing AGM. Now, it is proposed to seek the member's approval for appointment of Mr. Ajit Kumar Nagarani as an Independent Director of the Company. He is not disqualified from being appointed as Director in terms of section 164 of the Act. A notice u/s 160 of the companies Act, 2013 has been received from a member proposing Mr. Ajit Kumar Nagarani as a candidate for the office of Director of the company.

The Board commends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors/Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution excepting Mr. Ajit Kumar Nagarani.

ITEM NO. 6

The Company proposes to undertake the activity of trading of all kinds of merchandise and commodities viz., sale and distribution

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause (e) after the existing sub-clause (d) as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Telangana, Hyderabad and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

The Directors commend the passing of the Resolution under Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or the Key Managerial Persons of the Company or their respective relatives is concerned or interested in the passing of the above Resolution.

ITEM NO. 7 & 8

This Explanatory Statement is intended to provide the Shareholders with sufficient information to assess the merits of the Resolutions contained at Item No. 7 & 8 of the Notice of 22nd Annual General Meeting of the Company.

The Directors recommend to the Shareholders to read this Explanatory Statement in full before making any decision in relation to the resolutions set out at Item No. 7 & 8 i.e. for **Approval for grant of options to the identified employees during any one financial year, equal to or exceeding one percent (1%) of the total number of shares of the Company at the time of grant of option** and for **Approval for amendment / variation of Nihar Employee Stock Option Plan-2015**.

The Board of Directors of the Company at its meeting held on 27.08.2015, approved the **Nihar Employee Stock Option Plan-2015** (hereinafter referred to as “Plan”) for granting a maximum of 30, 00,000 (Thirty Lakhs) Employee Stock Options in one or more lots under the said Plan to or for the benefit of eligible employees of the Company and to the employees of its Subsidiary (ies).

The Board of Directors of the Company obtained the approval of the Shareholders by way of a Special Resolution to the Plan at the 21st Annual General Meeting of the Company held on 30th day of September, 2015. The Board of Directors of the Company, in the same Annual general Meeting, also obtained the approval of the Shareholders by way of another Special Resolution for issue of Shares under Nihar Employees Stock Option Plan 2015, to the employees of its Subsidiary (ies).

Subsequent to obtaining the approval of the Board of Directors and of the Shareholders of the Company to the Plan, the Company has obtained the in principle approval of the BSE Limited to the Nihar Employees Stock Option Plan 2015, by complying with the provisions of the Companies Act, 2013 read with rules made thereunder and Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015, dated June 16, 2015.

On 28th day of May, 2016, the Nomination and Remuneration Committee (Compensation Committee) of Board of Directors of the Company has considered, approved and granted 26,000 (Twenty Six Thousand) options in accordance with the terms and conditions contained under the Nihar Employee Stock Option Plan- 2015, to the eligible employees of the Company.

THE RATIONALE:

One of the terms of the Plan as contained in clause 8.3 of the Plan is that **the maximum number of the options that may be granted to all the employees under the Plan in any one year shall not exceed 1% of the total number of shares of the Company**. However, at the time of grant of options on 28.05.2016, the Board realized that the intention of the Board of Directors of the Company was that **“the maximum number of the options that may be granted to a single employee under the Plan in any one year shall not exceed 1% of the total number of shares of the Company”**.

It is submitted that due to an inadvertent oversight and misconstruction in clause 8.3 of the Plan, it was mentioned that the maximum number of the options that may be granted to all the employees under the Plan in any one year shall not exceed 1% of the total number of shares of the Company instead of **“the maximum number of the options that may be granted to a single employee under the Plan in any one year shall not exceed 1% of the total number of shares of the Company”**.

Upon realizing the aforesaid inadvertent misconstruction of the phrase, the Board of Directors of the Company requested and proposed to the Nomination and Remuneration Committee cum Compensation Committee of Board of Directors of the Company to modify the existing clause 8.3 of the Plan so as to reflect the actual intention of the Board of Directors of the Company.

Upon receiving the request and the proposal from the Board of Directors of the Company, the Nomination and Remuneration Committee cum Compensation Committee of the Company at its meeting held on 28th May 2016 considered and approved the alteration in the existing clause 8.3 of Plan as suggested by the Board of Directors of the Company.

After obtaining the consent of the Nomination and Remuneration Committee cum Compensation Committee of the Company for amending and substituting the existing clause 8.3 of the Plan, the Board of Directors of the Company at its meeting held on 28th May 2016 approved the amendment and substitution of clause 8.3 of the Plan in the following manner, subject to the approval of shareholders by way of passing Special Resolutions at the 22nd Annual General Meeting of the Shareholders of the Company:

NEW CLAUSE 8.3 OF THE PLAN: "THE MAXIMUM NUMBER OF THE OPTIONS THAT MAY BE GRANTED TO A SINGLE EMPLOYEE UNDER THIS PLAN IN ANY ONE FINANCIAL YEAR SHALL NOT EXCEED 1% OF THE TOTAL NUMBER OF SHARES OF THE COMPANY AT THE TIME OF GRANT OF OPTIONS".

Hence, the approval of member(s) is hereby sought to amend and substitute existing clause 8.3 of the **Nihar Employees Stock Option Plan 2015**.

THE VARIATION / AMENDMENT:

- **Existing clause 8.3: "The maximum number of the options that may be granted to all the employees under this Plan in any one year shall not exceed 1% of the total number of shares of the Company".**

TO BE SUBSTITUTED WITH THE FOLLOWING CLAUSE:

- **New Clause 8.3: "The maximum number of the options that may be granted to a single employee under this plan in any one financial year shall not exceed 1% of the total number of shares of the Company at the time of grant of options".**

Except the aforesaid amendment and substitution of existing clause 8.3 of the Plan with the new clause 8.3, there is no change / alteration / modification in the Plan and all the other terms and conditions of the **Nihar Employees Stock Option Plan, 2015**, shall remain unchanged.

The aforesaid amendment and substitution of existing clause 8.3 of the Plan with the new clause 8.3, is not prejudicial to the interest of the eligible Employees and Option holders covered under the **Nihar Employees Stock Option Plan, 2015**.

DETAILS OF THE EMPLOYEES WHO ARE BENEFICIARIES OF THE AFORESAID VARIATION:

The variation / amendment proposed at the Item No. 8 of the Notice of the 22nd AGM is general in nature and applicable and beneficial to all the identified employees of the Company equally. Since the Board of Directors of the Company in consultation with the Nomination and Remuneration Committee cum Compensation Committee of the Company is proposing to grant options to the identified employees, during any one financial year, exceeding one per cent (1%) of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, approval of shareholders of the Company by means of a Special Resolution is sought in terms of Section 62(1)(b), read with rules made thereunder and in terms of Regulation 6(3)(d) of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015, dated June 16, 2015 and all other applicable provisions of the Companies Act, 2013.

As a consequence of enabling the Nomination and Remuneration cum Compensation Committee of the Company to grant options to the identified employees, during any one financial year, exceeding one per cent (1%) of the issued capital (excluding outstanding warrants and conversions) of the

company at the time of grant of option, the existing clause 8.3 of the Nihar Employees Stock Option Plan, 2015, is proposed to be amended and substituted with the new clause which results in variation in the terms and conditions of Nihar Employees Stock Option Plan, 2015 and hence approval of shareholders of the Company by means of another Special Resolution is sought in terms of Section 62(1)(b), Rule 12(5)(a) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(2) of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with SEBI Circular No.CIR/CFD/POLICY CELL/2/2015,dated June 16, 2015 and all other applicable provisions of the Companies Act, 2013.

Accordingly, approval of the members through special resolution as set out at Item No.7 and at Item No.8 is sought.

The Board recommends the special resolutions as set out as set out at Item No.7 and at Item No.8 of the notice of the 22nd Annual General Meeting of the Shareholders of the Company for the Member's approval.

None of the Directors, Key Managerial Persons of the Company or any relatives of such Directors or KMP is in any way consent or interested financially or otherwise in the proposed resolutions except to the extent of the securities that may be offered to them under the Employee Stock Option plan.

Place: Secunderabad
Date: 27.08.2016

By order of the Board of Directors
For Nihar Info Global Limited

(Sd/-)
BSN Suryanarayana
(Managing Director)
(DIN: 01499145)