



# NIHAL PROJECTS LTD.

Registered Address : Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012

Corporate Office Address: 24A, First Floor, Haria House, St Paul Street, Dadar East, Mumbai-400014

CIN : L70101WB1982PLC034928 | admin@vira.in | +91 022 49696464 | [www.nihalindia.com](http://www.nihalindia.com)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting of the members of **Nihal Projects Limited** will be held on Thursday, the 30th day of September, 2021 at the registered office of the company at Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012 at 1.00 P.M. 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 on 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and Auditors' thereon.

**"RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2021 along with the Auditor's Report and Director's Report, be and are hereby considered, Adopted and Approved".

2. To appoint a Director in place of Mrs. Zalak Pratik Vira, Whole Time Director (DIN: 05313536), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

**"RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Zalak Pratik Vira, Whole Time Director (DIN: 05313536), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

3. **Reappointment of the statutory 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 the Section 139 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014, including any statutory enactment or modification thereof for time being in force, M/s Agarwal P D & Associates., Chartered Accountants, Kolkata (FRN: 330651E) be and are hereby re-appointed as a statutory Auditors of the Company for term of 4 years and to hold office from conclusion of this Annual General Meeting till conclusion of Annual General Meeting held in the year 2025 of the company, at such remuneration plus taxes and reimbursement of out of pocket expenses, if any per financial year on the basis of the recommendation of the Audit committee and approved by the Board of Directors as may be amended from time to time."

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Aashutosh Subhashchandra Katre (DIN: 05248923) as a Non-Executive Independent Director of the Company.**

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 Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Aashutosh Subhashchandra katre (DIN:05248923), who was appointed as an Additional Director (Independent) of the Company with effect from March 1, 2021 and is recommended by Board of

Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from March 1, 2021 to February 28, 2026, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Appointment of Mr. Ashish Dinesh Parekh (DIN: 09035584) as a Non-Executive Independent Director of the Company**

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 Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Ashish Dinesh Parekh (DIN:09035584), who was appointed as an Additional Director (Independent) of the Company with effect from March 1, 2021 and is recommended by Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from March 1, 2021 to February 28, 2026, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Appointment of Mr. Sumiran Hamir Mehta (DIN: 02873780) as a Non-Executive Independent Director of the Company**

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 Sections 149, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Mr. Sumiran Hamir Mehta (DIN:02873780), who was appointed as an Additional Director (Independent) of the Company with effect from March 1, 2021 and is recommended by Board of Directors for appointment as Director, be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he meets the criteria for the independence as provided in section 149(6) of the Companies Act, 2013 for a period of 5 years commencing from March 1, 2021 to February 28, 2026, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Kolkata  
Date: 27/08/2021

By order of the Board  
for Nihal Projects Limited

SD/-  
Sweety Choudhary  
Company Secretary and Compliance Officer

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING (ON OR BEFORE 28<sup>TH</sup> SEPTEMBER, 2021, 1.00 P.M. IST). A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE AGM IS ENCLOSED.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
4. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. Members are requested to quote Folio number in all their correspondences.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (both days inclusive).
10. Notice of this Meeting and the Annual Reports will be sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants unless a member has requested for a physical copy of Documents. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode. Those Members who have not yet registered their email address are requested to get their email addresses registered with the Company/ Depository Participant(s).
11. Members may also note that the Notice of the AGM and the Annual Report 2020-21 will be available on Company's website [www.nihalindia.com](http://www.nihalindia.com).
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to Company.
13. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
15. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2021.

16. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Bengal Plastic Stores.

**17. Information and other instructions relating to e-voting are as under:**

- I. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ‘polling paper’.
- III. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. Ms. Soniya Goyal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- V. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. September 23, 2021.
- VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. September 23, 2021 only shall be entitled to avail the facility of remote e-voting / voting.
- VII. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- VIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2021.
- IX. **Instructions to Members for e-voting are as under:**
  - (i) The voting period begins on 27<sup>th</sup> September, 2021 at (9:00AM IST) and ends on 29<sup>th</sup> September, 2021 (5:00 PM IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2021 of may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote</li> </ol>

	e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</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 link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
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 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and**

**shareholders holding securities in physical mode.**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrbkmumbai@gmail.com](mailto:csrbkmumbai@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Vikram Jha at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**



1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [admin@vira.in](mailto:admin@vira.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [admin@vira.in](mailto:admin@vira.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**Other information:**

•Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

•It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Place: Kolkata  
Date: 27/08/2021

By order of the Board  
for Nihal Projects Limited

SD/-  
Sweety Choudhary  
Company Secretary & Compliance Officer



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**

#### **ITEM NO. 3:**

The Members of the Company at the Extra Ordinary General Meeting ('EOGM') held on 25th March, 2021 approved the appointment of M/s Agarwal P D & Associates, Chartered Accountants, as the Auditors of the Company for a period of one year from the conclusion of the said Extraordinary General Meeting till conclusion of ensuing Annual General Meeting. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Agarwal P D & Associates, Chartered Accountants, as the Auditors of the Company for a period of Four years from the conclusion of this AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the fees of M/s Agarwal P D & Associates, for the financial year 2021-22 at a remuneration of upto Rs. 75,000 per annum, plus out of pocket expense. The Committee considered various parameters like capability to serve a diverse and complex business as that of the Company, audit experience etc., for appointment of Statutory Auditor. M/s Agarwal P D & Associates, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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 of the Notice.

The Board recommends this Resolution for your approval.

#### **ITEM NO. 4:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Board of Directors has proposed that Mr. Aashutosh Subhashchandra Katre be appointed as an Additional Independent Director in the meeting of Board of Directors held on 01<sup>st</sup> March, 2021.

The Board of Directors has appointed him as a Non-Executive Independent Director for the term of five years starting from 01<sup>st</sup> March, 2021 subject to the member's approval in ensuing general meeting and he is not liable to retire by rotation.

Mr. Aashutosh Subhashchandra Katre is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Aashutosh Subhashchandra Katre that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Aashutosh Subhashchandra Katre fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Aashutosh Subhashchandra Katre is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mr. Aashutosh Subhashchandra Katre setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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 the Notice.

The Board commends item no. 4 for consideration and approval of the shareholders.

#### **ITEM NO. 5:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Board of Directors has proposed that Mr. Ashish Dinesh Parekh be appointed as an Additional Independent Director in the meeting of Board of Directors held on 01<sup>st</sup> March, 2021.

The Board of Directors has appointed him as a Non-Executive Independent Director for the term of five years starting from 01<sup>st</sup> March, 2021 subject to the member's approval in ensuing general meeting and he is not liable to retire by rotation.

Mr. Ashish Dinesh Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Ashish Dinesh Parekh that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Ashish Dinesh Parekh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Ashish Dinesh Parekh is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mr. Ashish Dinesh Parekh setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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. 5 of the Notice.

The Board commends item no. 5 for consideration and approval of the shareholders.

#### **ITEM NO. 6:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Board of Directors has proposed that Mr. Sumiran Hamir Mehta be appointed as an Additional Independent Director in the meeting of Board of Directors held on 01<sup>st</sup> March, 2021.

The Board of Directors has appointed him as a Non-Executive Independent Director for the term of five years starting from 01<sup>st</sup> March, 2021 subject to the member's approval in ensuing general meeting and he is not liable to retire by rotation.

Mr. Sumiran Hamir Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Sumiran Hamir Mehta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sumiran Hamir Mehta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Mr. Sumiran Hamir Mehta is independent of the management and possesses appropriate skills, experience and knowledge. Copy of draft letter of appointment of Mr. Sumiran Hamir Mehta setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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. 6 of the Notice.

The Board commends item no.6 for consideration and approval of the shareholders.

Place: Kolkata  
Date: 27/08/2021

By order of the Board  
for Nihal Projects Limited

SD/-  
Sweety Choudhary  
Company Secretary & Compliance Officer

**ANNEXURE TO NOTICE:****DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING****(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India**

Particulars	Zalak Pratik Vira	Aashutosh Subhashchandra Katre	Ashish Dinesh Parekh	Sumiran Hamir Mehta
<b>DIN No.</b>	05313536	05248923	09035584	02873780
<b>Date of birth</b>	16/01/1986	19/03/1983	14/10/1973	02/07/1983
<b>Qualification</b>	M.Com	B.Com	B.Com	M.B.A.
<b>Expertise in specific functional areas</b>	She has done masters in the field of commerce. She has 13 years' experience of real estate and financial services.	He is a Graduate and having diploma degree in Advertising Course from Welingkar Institute of Management. He has experience of 15 years in this field.	He is a Graduate and he is Specialized in Marketing Field. He has experience of 30 years in this field.	He is a Post Graduate from Harvard University from USA in the Field of Finance. He has experience of 5 years in this field.
<b>Terms and Conditions of Appointment/Reappointment</b>	As per the resolution at Item No. 2 of the Notice convening this meeting, Zalak Pratik Vira is liable to retire by rotation at the meeting.	As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory Statement, Aashutosh Subhashchandra katre is proposed to be appointed as Independent Director of the Company.	As per the resolution at Item No. 5 of the Notice convening this meeting read with explanatory Statement, Ashish Dinesh Parekh is proposed to be appointed as Independent Director of the Company.	As per the resolution at Item No. 6 of the Notice convening this meeting read with explanatory Statement, Sumiran Hamir Mehta is proposed to be appointed as Independent Director of the Company.
<b>Remuneration last drawn</b>	Rs. 75,000 P.A.	NIL	NIL	NIL
<b>Remuneration proposed</b>	Rs. 12, 00, 000 P.A.	NIL	NIL	NIL
<b>No. of Shares Held</b>	NIL	NIL	NIL	NIL
<b>Date of First Appointment</b>	02nd July, 2012	01st March, 2021	01st March, 2021	01st March, 2021
<b>Relationship with Directors/Key managerial Personnel</b>	Mr. Jayesh Shantilal Vira is father in law and Mr. Pratik Jayesh Vira is husband of Zalak Pratik Vira.	No relation with other Directors.	No relation with other Directors.	No relation with other Directors.
<b>List of Companies/LLP in which directorship is held as on 31st March, 2021</b>	As per Detailed below	As per Detailed below	As per Detailed below	As per Detailed below
<b>Chairman / Member of the Committee of other Company</b>	NIL	NIL	NIL	NIL
<b>No. of Meetings</b>	10	1	1	1

<b>of the Board Attended during the year</b>				
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**1. List of Companies in which Mrs. Zalak Pratik Vira holds directorship as on 31<sup>st</sup> March, 2021:**

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Nihal Projects Ltd	Whole Time Director	-	02/07/2012 25/03/2021
2.	Neil Realty Private Limited	Director	-	20/02/2018
3.	Kalpatru Advisory Services Private Limited	Director	-	25/07/2015
4.	Vira Foundation	Director	-	20/02/2018

**2. List of Companies in which Mr. Aashutosh Subhashchandra Katre holds directorship as on 31<sup>st</sup> March, 2021:**

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	SHM Realty LLP	Designated Partner	-	21/08/2014
2.	ARN delicacy LLP	Designated Partner	-	17/12/2014
3.	Nihal Projects Limited	Additional Director	-	01/03/2021
4.	Yellow Seed Content Solutions Private Limited	Director	-	10/05/2012

**3. List of Companies in which Mr. Ashish Dinesh Parekh holds directorship as on 31<sup>st</sup> March, 2021:**

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Nihal Projects Limited	Additional Director	-	01/03/2021

**4. List of Companies in which Mr. Sumiran Hamir Mehta holds directorship as on 31<sup>st</sup> March, 2021:**

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Golden Sparrow Constructions LLP	Individual Partner	-	07/11/2017
2.	Marquee Infra (India) LLP	Body Corporate DP Nominee	-	26/12/2020
3.	Four Oaks Advisors LLP	Designated Partner	-	15/05/2017
4.	Four Oaks Realty LLP	Designated Partner	-	25/10/2018
5.	Roak Realty LLP	Designated Partner	-	22/11/2019
6.	Four Oaks Secure IT LLP	Designated Partner	-	09/09/2019
7.	Nihal Projects Limited	Additional Director	-	01/03/2021
8.	Tastebuds Restaurants Private Limited	Director	-	05/09/2012
9.	S&O Realtors Private Limited	Director	5000	19/04/2013

The Board of Directors recommends the proposed resolutions for acceptance by member.

Place: Kolkata  
Date: 27/08/2021

By order of the Board  
for Nihal Projects Limited

SD/-  
Sweety Choudhary  
Company Secretary & Compliance Officer



# NIHAL PROJECTS LTD.

Registered Address : Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012

Corporate Office Address: 24A, First Floor, Haria House, St Paul Street, Dadar East, Mumbai-400014

CIN : L70101WB1982PLC034928 | admin@vira.in | +91 022 49696464 | [www.nihalindia.com](http://www.nihalindia.com)

## ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No		*DP ID	
No. of Shares		*Client ID	

\* Applicable to holders holding shares in Demat/electronic form

I hereby record my attendance at the Annual General Meeting of the Company held on Thursday, the 30<sup>th</sup> day of September, 2021 at the registered office of the company situated at Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012 at 1.00 P.M.

Shareholders Signature \_\_\_\_\_

### Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.





# NIHAL PROJECTS LTD.

Registered Address : Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012

Corporate Office Address: 24A, First Floor, Haria House, St Paul Street, Dadar East, Mumbai-400014

CIN : L70101WB1982PLC034928 | admin@vira.in | +91 022 49696464 | [www.nihalindia.com](http://www.nihalindia.com)

## Form MGT-11 PROXY FORM

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

\*Applicable for holders holding shares in demat/ electronic mode

I/We, being the member(s) of .....Shares of the above named company, hereby appoint

1. Name:.....Address:.....  
E-mail ID: .....Signature: .....**Or failing him**
2. Name:.....Address:.....  
E-mail ID: .....Signature: ..... **Or failing him**
3. Name:.....Address:.....  
E-mail ID: .....Signature: .....

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 1.00 p.m. at the registered office of the company situated at 3A, Cabin No 6 of 7 Grant lane 3rd Floor, Ganpati Chambers, Room No 313, Kolkata 700012, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	Adoption of Annual Accounts, Auditor's & Director's Report (Ordinary Resolution)		
2	Re-appointment of Mrs. Zalak Pratik Vira (DIN: 05313536), Whole Time director, Who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
3	Reappointment of Statutory Auditor. (Ordinary Resolution)		
4	Appointment of Mr. Aashutosh Subhashchandra Katre (DIN: 05248923) as a non-Executive Independent Director of the Company. (Ordinary Resolution)		
5	Appointment of Mr. Ashish Dinesh Parekh (DIN: 09035584) as a non-Executive Independent Director of the Company. (Ordinary Resolution)		
6	Appointment of Mr. Sumiran Hamir Mehta (DIN: 02873780) as a non-Executive Independent Director of the Company. (Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
Signature of Shareholder

Affix Re. 1  
Revenue Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**BALLOT FORM**

Name(s) of Member(s) :  
(Including joint holders, if any)

Registered address of the :  
Sole/first named Member

Registered folio No. :  
DP ID No./Client ID No.\*  
(\*Applicable to investors holding  
Shares in dematerialized form)

Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Ballot for the Business stated in the Notice and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (v) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of shares	I/We Assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	(ABSTAIN)
1	Adoption of Annual Accounts, Auditor's & Director's Report	Ordinary				
2	Re-appointment of Mrs. Zalak Pratik Vira (DIN: 05313536), director, Who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary				
3	Reappointment of Statutory Auditor.	Ordinary				
4	Appointment of Mr. Aashutosh Subhashchandra Katre (DIN: 05248923) as a non-Executive Independent Director of the Company.	Ordinary				
5	Appointment of Mr. Ashish Dinesh Parekh (DIN: 09035584) as a non-Executive Independent Director of the Company.	Ordinary				
6	Appointment of Mr. Sumiran Hamir Mehta (DIN: 02873780) as a non-Executive Independent Director of the Company.	Ordinary				

Place:

Date:

(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
117942

E-Voting shall remain start on Monday, 27th day of September, 2021 (9.00 a.m.) and will be open till Wednesday, 29th day of September, 2021 till the close of working hours (i.e. 5.00 p.m.)

Note: Please read the instructions printed overleaf carefully before exercising your vote.