

NINTEC SYSTEMS LIMITED

CIN: L72900GJ2015PLC084063

Regd. Office: B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat

Tel. /Fax: +91 79 40393909; Email: cs@nintecsystems.com; Web: www.nintecsystems.com

Dear Members,

We are pleased to invite you to the 8th Annual General Meeting of the Members of **NINtec Systems Limited** ("NSL", "the Company") to be held on Friday, 29th day of September, 2023 at 02.30 P.M. at the Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India.

The Notice of the Meeting, containing the business to be transacted and other statutory reports is enclosed herewith. As per Section 108 of the Companies Act, 2013 ("the Act"), read with the related rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"), the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Thanking you

Yours faithfully

**By order of the Board of Directors
For, NINtec Systems Limited**

Sd/-

Pooja Kadam
Company Secretary & Compliance Officer
Membership No. A43019

Date: 26th August, 2023

Place: Ahmedabad

Registered Office:

B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat

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NOTICE

NOTICE is hereby given that the 8th Annual General Meeting (AGM) of the members of **NINtec Systems Limited** (“NSL” and/or the “Company”) will be held on Friday, 29th day of September, 2023 at 2:30 P.M. at the Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt standalone audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon:**

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

“**RESOLVED THAT**, the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

- 2. To appoint a director in place of Mr. Indrajeet Mitra (DIN: 00030788), who retires by rotation and being eligible, offers himself for re-appointment:**

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 152 of the Companies Act, 2013 (“Act”) and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Indrajeet Mitra (DIN: 00030788), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

- 3. To consider Re-appointment of Mr. Somil Ragvindr Nath Mathur (DIN: 07471863) as an Independent Director of the Company to hold office for a Second term.**

To consider and if thought fit, to pass the following resolution as Special Resolution

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and other relevant provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company, Mr. Somil Ragvendr Nath Mathur (DIN: 07471863), who was appointed as an Independent Director at the Third Annual General Meeting of the Company and who holds office up to conclusion of 8th Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is being eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from the conclusion of 8th AGM upto the conclusion of 13th AGM.”

“RESOLVED FURTHER THAT, the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

- 4. To approve existing as well as new material related party transactions with Nintec B.V.**
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for each of the financial years (“FY”) in the course of (a) availing and rendering of IT services/consulting service(s); (b) reimbursement of expenses including towards availing/providing for sharing/usage of each other’s resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services; (c) purchase/ sale/exchange/transfer/lease of business asset(s) and/or equipment to meet its business objectives/requirements; (d) transfer of any resources, services or obligations to meet

its business objectives/requirements (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category, in the explanatory statement, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at in the ordinary course of business and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For, NINtec Systems Limited**

Sd/-
Pooja Kadam
Company Secretary & Compliance Officer
Membership No. A43019

Date: 26th August, 2023
Place: Ahmedabad

Registered Office:
B-11, Corporate House, S.G. Highway,
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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 and 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the Meeting) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF / HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective must be received at the Registered Office / Corporate Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form for AGM is enclosed herewith.
4. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable authorizing their representative to attend and vote on their behalf at the meeting.
5. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed.
6. Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote-voting and e-voting during the AGM.
8. The 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, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

9. In compliance with the circular of Ministry of Corporate Affairs for a “Green Initiative in the Corporate Governance” by allowing / permitting service of documents etc., in electronic form, electronic copy of the Annual Report of 2022-23 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company’s website at <https://www.nintecsystems.com>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
11. The Company’s Registrar and Share Transfer Agents, Bigshare Services Private Limited, located at A/802, Samudra Complex, Near Klassic Gold Hotel, Off C.G. Road, Ahmedabad – 380009, Gujarat, can be reached at contact: +91 079 40392571; email: bssahd@bigshareonline.com
12. Electronic copy of the notice convening the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents.
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
14. Members may also note that the Notice of the 8th Annual General Meeting and Annual Report 2022-23 will be available on the Company’s website www.nintecsystems.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, National Stock Exchange India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
15. The physical copies of such documents will be available at the Company’s registered office for inspection during normal business hours on working days.
16. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the AGM.

17. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25th September, 2023 to Thursday, 29th September, 2022 (both days inclusive).
18. In terms of Section 152 of the Companies Act, 2013. Mr. Indrajeet Mitra, Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for reappointment.
19. Details of Director retiring by rotation/seeking appointment/re-appointment at the ensuing Meeting is provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
20. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system and Mr. Tushar M. Vora of M/s. Tushar Vora & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
21. The facility for voting, shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting, be able to exercise their right at the meeting.
21. Route map & landmark of venue of AGM is enclosed with Notice.
22. Voting through Electronic Means
In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
22. Process to cast votes through remote e-voting is as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 25th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

How do I vote electronically using NSDL e-Voting system?

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 data-bbox="657 842 1417 1451">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="657 1461 1417 1871">2. 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. 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 i.e.

NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 is in active status.
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 cstusharvora@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Hardikkumar Thakkar at hardikkumart@nsdl.com or at 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), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@nintecsystems.com
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 cs@nintecsystems.com. 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 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.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.nintecsystems.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**By order of the Board of Directors
For, NINtec Systems Limited**

Sd/-

Pooja Kadam
Company Secretary & Compliance Officer
Membership No. A43019

Date: 26th August, 2023

Place: Ahmedabad

Registered Office:

B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
CIN: L72900GJ2015PLC084063
Tel: +91 79 40393909
Email: cs@nintecsystems.com
Web: www.nintecsystems.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS.**

Item No. 3- Re-appointment of Mr. Somil Ragvendr Nath Mathur (DIN: 07471863), as Independent Director of the Company

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Somil Ragvendr Nath Mathur (DIN 07471863) as Independent Director, for a second term of five years from the conclusion of 8th AGM upto the conclusion 13th AGM, not liable to retire by rotation.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Somil Ragvendr Nath Mathur would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re appointment of Somil Ragvendr Nath Mathur as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Except Somil Ragvendr Nath Mathur and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice

Item no. 4- To approve existing as well as new material related party transactions with Nintec B.V.

Pursuant to the amended Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the threshold limit for determination of material Related Party Transactions is the lower of ₹1,000 crores (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an ordinary resolution.

The details of transactions that require approval are given below

Sr. No.	Description	Particulars
1.	Name of the related party	Nintec B.V.
2.	Nature of relationship [including nature of its	Directors of the Company are indirectly interested

	interest (financial or otherwise)]	
3.	Type of the proposed transaction	(a) Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas (b) Supply of hardware and software (c) reimbursement of expenses relating to IT Infrastructure services (d) Procurement of goods, services, sponsorship, etc. (e) Any transfer of resources, services, or obligations to meet its objectives/requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions are in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
5.	Particulars of the proposed transaction	Same as Sr. No. 3
6.	Tenure of the transaction	F.Y. 2023-24
7.	Value of the proposed transaction	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed ₹ 15 Crores in the F.Y. 2023-24 with Nintec B.V.
8.	Justification of the proposed transaction	Same as Sr. No. 3
9.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Name of the Director or Key Managerial Personnel, who is related	Mr. Niraj Gemawat, Mr. Indrajeet Mitra and Mrs. Rachana Gemawat
11.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except Mr. Niraj Gemawat, Mr. Indrajeet Mitra, Mrs. Rachana Gemawat, Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

**By order of the Board of Directors
For, NINtec Systems Limited**

Sd/-

Pooja Kadam
Company Secretary & Compliance Officer
Membership No. A43019

Date: 26th August, 2023

Place: Ahmedabad

Registered Office:

B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
CIN: L72900GJ2015PLC084063
Tel: +91 79 40393909
Email: cs@nintecsystems.com
Web: www.nintecsystems.com

ANNEXURE-1
EXHIBIT TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting (Under Regulation 36 of the SEBI Listing Obligations and Disclosure Requirements, 2015)

Item No. 2

Name of Director	Mr. Indrajeet Mitra	Mr. Somilkumar Ragvendr Nath Mathur
DIN	00030788	07471863
Date of Birth	October 24, 1972	August 15, 1973
Qualifications	Bachelor of Science (BSc.) and Masters in Computer Applications (MCA)	Dental Surgeon and Prosthodontist
Expertise in specific functional areas	Wide experience in Information Technology	Strong entrepreneurial acumen
Terms and Conditions of appointment/re-appointment	Not Applicable	As per the terms of appointment
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Brief Resume and Nature of Expertise in Functional Areas	<p>Mr. Indrajeet Mitra is associated with the company since August 2015. He has completed his Bachelor of Science (BSc.) and Masters in Computer Applications (MCA).</p> <p>On the business front, he is responsible for technology transformation, quality and overall project management in order to bring the strategic differential advantage to the company thereby ensuring high quality and affordable services to the broader population and ultimate client satisfaction</p>	<p>Mr. Somilkumar Ragvendr Nath Mathur is a Dental Surgeon and Prosthodontist, with private practice and career spanning 21+ years and is associated with various Dental Associations and Prosthodontic Societies.</p> <p>He has completed his Masters of Dental Surgery, Prosthodontics and has achieved commendable success in his field. With his strong entrepreneurial acumen, he will bring value addition to the company</p>
Key terms and conditions of appointment/reappointment	As agreed between the parties	As agreed between the parties
No. of Equity Shares held in the Company	4,83,750	45,000
Directorship/Committee Memberships held in other listed entities	Directorship in other listed entities- Nil	Directorship in other listed entities- Nil

	Committee Membership- NINtec Systems Limited 1. Audit Committee 2. Stakeholder Relationship Committee	Committee Membership- NIL
Disclosure of Relationships between Directors inter-se	No relationship	No relationship

**By order of the Board of Directors
For, NINtec Systems Limited**

Sd/-

Pooja Kadam
Company Secretary & Compliance Officer
Membership No. A43019

Date: 26th August, 2023
Place: Ahmedabad

Registered Office:

B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
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NINtec Systems Limited

CIN: L72900GJ2015PLC084063

Regd. Office: B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat
Tel. /Fax: +91 79 40393909; Email: cs@nintecsystems.com; Web: www.nintecsystems.com

8TH ANNUAL GENERAL MEETING- ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.
Joint shareholders may obtain Additional attendance slip on request.

Ledger Folio No.: DP ID & Client ID:	No. of shares held:
Name:	
Address:	

I /We hereby record my/our presence at the 8th Annual General Meeting of the Company to be held on Friday, 29th day of September, 2023 at 02:30 P.M. at the Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India.

Signature of Shareholder/Proxy:
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ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	Password
126075	As per the Notes in the Notice	As per the Notes in the Notice

Note: Please refer to the instructions printed under the Notes to the Notice of the 8th Annual General Meeting. The e-voting begins on Monday, 25th September, 2023 at 09:00 A.M. IST and ends on Thursday, 28th September, 2023 at 05:00 P.M. IST. The remote evoting module shall be disabled by NSDL for voting thereafter.

NINtec Systems Limited
CIN: L72900GJ2015PLC084063

Regd. Office: B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat
Tel. /Fax: +91 79 40393909; Email: cs@nintecsystems.com; Web: www.nintecsystems.com

PROXY FORM
8th Annual General Meeting- 29th September, 2023
Form No. MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	
Registered Address:	
E-mail id:	
Folio / DP ID Client ID No.:	

I/We being the member(s) holding _____ shares of the above-named company hereby appoint:

1. Name: _____
Address: _____
Email Id: _____
Signature: _____ or failing him/her;

2. Name: _____
Address: _____
Email Id: _____
Signature: _____ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the company to be held on Friday, 29th September, 2023 at 02.30 P.M. at the Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	ORDINARY BUSINESS
1.	To receive, consider and adopt Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon
2.	To appoint a director in place of Mr. Indrajeet Mitra (DIN: 00030788), who retires by rotation and being eligible, offers himself for re-appointments
SPECIAL BUSINESS	
3.	To consider Re-appointment of Mr. Somil Ragvendr Nath Mathur (DIN: 07471863) as an Independent Director of the Company to hold office for a Second Term.
4.	To approve existing as well as new material related party transactions with Nintec B.V.

Signed this _____ day of _____ 2023.

Signature of Shareholder _____ Signature of Proxy holder (s) _____

Affix
Revenue
Stamp

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

ROUTE MAP FOR THE VENUE OF 8th ANNUAL GENERAL MEETING

Venue - Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad
380054, Gujarat, India

