

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

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the members of NINtec Systems Limited ("NSL" and/or the "Company") will be held on **Monday, 23rd day of May, 2022 at 4:00 P.M.** at - The Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India to transact the following business:

SPECIAL BUSINESS:

ITEM No. 1: Issuance of Bonus Equity Shares

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

"**RESOLVED THAT**, pursuant to relevant provision of the Articles of Association and the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Reserve Bank of India ("RBI") and applicable regulatory authorities from time to time, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, the consent of the members of the Company be and is hereby accorded for capitalization of a sum of Rs. 3,44,00,000/- (Rupees Three Crore Forty-Four Lakh Only) out of Free Reserves of the Company, for the purpose of issue of bonus equity shares of face value of Rs. 10/- (Rupee Ten only) each, credited as fully paid-up equity shares to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each for every 2 (Two) existing fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each held by the members of the Company, whose names appear in the register of members on a 'Record Date' to be determined by the Board."

"RESOLVED FURTHER THAT, the bonus equity shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date."

"RESOLVED FURTHER THAT, the bonus equity shares shall be issued in the demat mode to the allottees holding shares in the demat mode on the Record Date as per the applicable rules, regulations, guidelines and circulars as may be issued from time to time in this regard."



"RESOLVED FURTHER THAT, the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary."

"**RESOLVED FURTHER THAT,** Mr. Niraj Gemawat, Managing Director and/or Mr. Sagar Sharma, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, Mr. Niraj Gemawat, Managing Director and/or Mr. Sagar Sharma, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable to give effect to this resolution."

For and on behalf of the Board

Sd/-

Date: 21st April, 2022 Place: Ahmedabad NIRAJ GEMAWAT Chairman & Managing Director DIN: 00030749



NOTES

- 1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special business set out as an item of the accompanying notice is annexed herewith.
- 2. In view of the active COVID-19 cases in the city, social distancing is a norm to be followed strictly at the venue of the ensuing EGM. Hygiene standards shall be maintained as per Government rules including contactless entry and exit, thermal screening and provisions of hand sanitizers. Members are requested to wear masks before entering the EGM venue.
- **3.** This EGM is being convened in compliance with applicable provisions of the Companies Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- 4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM 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. The Proxy Form, Attendance Slip and route map of the EGM are annexed to this Notice.
- **5.** 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.
- 6. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at cs@nintecsystems.com/legal@nintecsystems.com
- **7.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8. Pursuant to the provisions of the Companies Act, 2013, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at <u>www.nintecsystems.com</u> The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at <u>www.bseindia.com</u>.



- **9.** Process for those members whose email addresses are not registered– for registration of email addresses to obtain EGM Notice: Members holding shares in Demat mode can get their E-mail address registered by contacting their respective Depository Participant(s).
- 10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s) for the shares held in electronic form.
- 11. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts.
- 12. Shareholders seeking any information with regard to the matter to be placed at the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
- **13.** During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection.
- 14. The Instructions for Members for Remote E-Voting are as Under: -

The remote e-voting period begins on Tuesday 17.05.2022 at 09:00 A.M. and ends on Sunday, 22.05.2022 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. 13.05.2022, 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 13.05.2022.

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	Login Method	
shareholders	~	
Individual1. Existing IDeAS user can visit the e-Services website of NSDLShareholdershttps://eservices.nsdl.comeither on a Personal Computer orholdingmobile. On the e-Services home page click on the "Beneficial Owsecuritiesindematmodewith NSDL.prompt you to enter your existing User ID and Password.successful authentication, you will be able to see e-Voting services and you will be able to see e-Voting page. Cliccompany name or e-Voting service provider i.e. NSDL and yoube re-directed to e-Voting website of NSDL for casting your vote duthe remote e-Voting period.		
	2. If you are not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com</u> . Select "Register Online for "	
	IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	
	 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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 period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 	
	App Store Soogle Play	
Individual	1. Existing users who have opted for Easi / Easiest, they can login through	
Shareholders	their user id and password. Option will be made available to reach e-	
holding	Voting page without any further authentication. The URL for users to	



securities in	login to Easi / Easiest are		
demat mode	https://web.cdslindia.com/myeasi/home/login or		
with CDSL			
	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 e-Voting service		
	provider i.e. NSDL. Click on NSDL to cast your vote.		
	3. If the user is not registered for Easi/Easiest, option to register is		
	available at		
	https://web.cdslindia.com/myeasi/Registration/EasiRegistration		
	4. Alternatively, the user can directly access e-Voting page by providing		
	demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u>		
	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 provided links for the respective		
	ESP i.e. NSDL where the e-Voting is in progress.		
Individual	You can also login using the login credentials of your demat account		
Shareholders	through your Depository Participant registered with NSDL/CDSL for e-		
(holding	Voting facility. upon logging in, you will be able to see e-Voting option. Click		
securities in	on e-Voting option, you will be redirected to NSDL/CDSL Depository site		
demat mode)	after successful authentication, wherein you can see e-Voting feature. Click		
login through	on company name or e-Voting service provider i.e. NSDL and you will be		
their depository	redirected to e-Voting website of NSDL for casting your vote during the		
participants	remote e-Voting period		
participanto	romote e roung periou		

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 <u>evoting@nsdl.co.in</u> 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 helpdeskbysendingarequestathelpdesk.evoting@cdslindia.comorcontactat022-23058738or022-23058542-43	

B) Login Method for e-Voting 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: <u>https://www.evoting.nsdl.com/</u> 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	Your User ID is:
i.e. Demat (NSDL or CDSL)	
or Physical	
a) For Members who hold	8 Character DP ID followed by 8 Digit Client ID
shares in demat account	For example if your DP ID is IN300*** and Client ID is
with NSDL.	12***** then your user ID is IN300***12*****.
b) For Members who hold	16 Digit Beneficiary ID
shares in demat account	For example if your Beneficiary ID is $12^{************************************$
with CDSL.	then your user ID is 12***********
c) For Members holding	EVEN Number followed by Folio Number registered
shares in Physical Form.	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 user 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 <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> 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 Now you are ready for e-Voting as the Voting page opens.
- 3. 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.
- 4. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 6. 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 <u>evoting@nsdl.co.in</u>.



- 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 <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Nipul Shah at <u>evoting@nsdl.co.in</u>

Process for those shareholders whose email ids are not registered with the depositories/ company 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/legal@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/legal@nintecsystems.com). If you are an Individual shareholder 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.

For and on behalf of the Board

Sd/-

NIRAJ GEMAWAT Chairman & Managing Director DIN: 00030749

Date:21st April, 2022 Place: Ahmedabad



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

Item No. 1- Issuance of Bonus Equity Shares

Presently, the Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

In appreciation of continuing support from Shareholders of the Company, the Board of Directors at its meeting held on 21st April, 2022, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares of face value of Rs. 10/- (Rupee Ten only) each, credited as fully paid-up equity shares to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each for every 2 (Two) existing fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each held by the members of the Company, by capitalizing a sum of Rs. 3,44,00,000/- (Rupees Three Crore Forty-Four Lakh Only) out of Free Reserves of the Company.

The record date for the purpose of ascertaining the eligibility of the shareholders to receive bonus equity shares shall be communicated by the Board.

The bonus equity shares, once allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

Pursuant to Section 102 of the Companies Act, 2013, the Board hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

For and on behalf of the Board

Sd/-

NIRAJ GEMAWAT Chairman & Managing Director DIN: 00030749

Date: 21st April, 2022 **Place:** Ahmedabad



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

EXTRA ORDINARY 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.

No. of shares held:

I /We hereby record my / our presence at the Extra Ordinary General Meeting of the Company to be held on Monday, 23rd day of May, 2022 at 04:00 P.M. at The Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India.

Signature of Shareholder/Proxy:

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting	USER ID	Password
Sequence Number)		
119761	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 Extra Ordinary General Meeting. The e-voting begins on Tuesday, 17th May, 2022 at 09:00 A.M. IST and ends on Sunday, 22nd May, 2022 at 05:00 P.M. IST. The remote e-voting 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

Extra Ordinary General Meeting- 23rd May, 2022

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	:	
		:	
		:	
	Signature	: or failing him/her;	
2)	Address	:	

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 Extra Ordinary General Meeting of the company to be held on Monday, 23rd May, 2022 at 04.00 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.	SPECIAL BUSINESS	
1.	Issuance of Bonus Equity Shares	
Signed this day of 2022. 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 EXTRA ORDINARY GENERAL MEETING

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

Landmark-Opposite Pakvan Dinning Hall, Above London yard pizzeria

