

## NOTICE

NOTICE is hereby given that the **3<sup>rd</sup>Annual General Meeting (AGM)** of the members of **NINtec Systems Limited** (NSL or the Company) will be held on **Wednesday, 26<sup>th</sup> day of September, 2018 at 9:00 A.M.** at the Registered Office of the company at B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India, to transact the following business:

### **ORDINARY BUSINESS:**

1. **Adoption of Accounts**

To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended March 31, 2018 together with reports of Board of Directors' and Auditors' thereon.

2. **To re-appoint Mrs. Rachana Gemawat as Director**

To appoint a director in place of Mrs. Rachana Gemawat (DIN: 02029832), who retires by rotation and being eligible, offers herself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Rachana Gemawat (DIN: 02029832), who retires by rotation, at this Annual General Meeting and being eligible, has offered herself 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 the Company Secretary of the company be and are hereby 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 appoint Mr. Somil Ragvendr Nath Mathur as an Independent Director,**

To appoint Mr. Somilkumar Ragvendr Nath Mathur (DIN: 07471863) as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof and any rules made there under, for the time being in force) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Somilkumar Ragvendr Nath Mathur (DIN: 07471863) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director for a period of 5 (five) years with effect from this Annual General Meeting i.e. 26<sup>th</sup> September, 2018 up to the conclusion of 8<sup>th</sup> Annual General Meeting and shall not be liable to retire by rotation.

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

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 28, 2018

**Niraj C. Gemawat**  
Chairman & Managing Director  
DIN: 00030749

## NOTES

1. 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.

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 is annexed herewith. 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.

2. Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
3. Members / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, Wednesday 19, 2018 to Wednesday, September 26, 2018 (both days inclusive).
5. 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. Members holding shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent.
6. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended March 31, 2018 is uploaded on the Company's website [www.nintecsystems.com](http://www.nintecsystems.com) and may be accessed by the members.
7. 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 2017-18 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. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 have been sent in the permitted mode.
8. The Company proposes to send documents, such as the Notice of the Annual General Meeting and Annual Report etc. henceforth to the Members in electronic form at the e-mail address provided by them and made available to the Company by the Depositories from time to time.

## REQUEST TO THE MEMBERS

1. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
2. Members are requested to bring their copy of the Annual Report to the meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

### Item No. 1

As per the provisions of Section 149 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the chairperson of the board of directors is non-executive director, the Company shall have at least one- third of the total number of directors as independent directors and where the chairman is not a non-executive, half of the board shall comprise of independent directors. In view of these provisions and vacancy occurred due to resignation of Mr. Parminder Singh Chhabda from the office of an independent director, it is recommended to appoint Mr. Somilkumar Ragvendr Nath Mathur (DIN 07471863) who is meeting all the criteria and qualified for his appointment as independent director of the company.

The Nomination and Remuneration Committee of the company at its meeting held on August 28, 2018 recommended the appointment of Mr. Somilkumar Ragvendr Nath Mathur (DIN 07471863) in accordance with the provisions of Section 161(1) of the Companies Act 2013, to be appointed as an Independent Director of the Company with effect from September 26, 2018, to hold office for a period of 5 (five) years i.e. up to the conclusion of 8<sup>th</sup> Annual General Meeting. As per the provisions of Section 149 (13) of the Companies Act, 2013, no independent director is liable to retire by rotation.

Mr. Mathur has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

A brief statement containing his profile is given as per Exhibit forming part of the Notice.

In the opinion of the Board, Mr. Mathur fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 1 of the Notice for appointment of Mr. Mathur as an Independent Director, not liable to retire by rotation.

The appointment of Mr. Mathur, shall be effective upon approval by the members in the Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 28, 2018

**Niraj C. Gemawat**  
Chairman & Managing Director  
DIN: 00030749

## 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)*

<b>Name of Director</b>	Mrs. Rachana Gemawat
<b>DIN</b>	02029832
<b>Date of Birth</b>	24/10/1972
<b>Brief Resume and Nature of Expertise in Functional Areas</b>	<p>Mrs. Rachana Gemawat is associated with the company since February, 2016.</p> <p>She has completed her Bachelors of Dental Surgery from Pune University and she also holds a degree in Executive Diploma in Marketing from the Nirma University, Ahmedabad. She looks after the administration department of the Company and also coordinates with Sales Team for leads management, Proposals, Estimations and the Technical team for the requirements generated from leads.</p>
<b>No. of Equity Shares held in the Company</b>	9,45,000
<b>List of Directorship/Committee Memberships in other Public companies as on 31<sup>st</sup> March, 2018</b>	<p>Other Directorship- NIL</p> <p>Other Committee Membership- NIL</p>
<b>Disclosure of Relationships between Directors inter-se</b>	Mrs. Rachana Gemawat is the wife of Mr. Niraj Gemawat, Managing Director.

<b>Name of Director</b>	Mr. Somilkumar Ragvendr Nath Mathur
<b>DIN</b>	07471863
<b>Date of Birth</b>	15/08/1973
<b>Brief Resume and Nature of Expertise in Functional Areas</b>	<p>Mr. Somilkumar Ragvendr Nath Mathur is a Dental Surgeon and Prosthodontist, with private practice and career spanning 16+ 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>
<b>No. of Equity Shares held in the Company</b>	30,000*
<b>List of Directorship/Committee Memberships in other Public companies as on 31<sup>st</sup> March, 2018</b>	<p>Other Directorship- NIL</p> <p>Other Committee Membership- NIL</p>
<b>Disclosure of Relationships between Directors inter-se</b>	None

\* As on 28/08/2018

For and on behalf of the Board

**Place:** Ahmedabad  
**Date:** August 28, 2018

**Niraj C. Gemawat**  
 Chairman & Managing Director  
 DIN: 00030749

**ATTENDANCE SLIP**



**NINTEC SYSTEMS LIMITED**

(CIN: L72900GJ2015PLC084063)

[cs@nintecsystems.com](mailto:cs@nintecsystems.com), [www.nintecsystems.com](http://www.nintecsystems.com)

**Regd. Office:** B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad **Tel/Fax:** 079-40393909

3 <sup>rd</sup> ANNUAL GENERAL MEETING
Folio No.:
DP ID & Client ID:
Name:
Address:
No. of shares:

I /We hereby record my / our presence at 3<sup>rd</sup>Annual General Meeting of the Company to be held at Registered Office at B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad, Gujarat, India on Wednesday, the 26<sup>th</sup> September, 2018 at 9:00 A.M.

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Member's Folio/DP ID  
Client ID No.

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Member's/Proxy name  
in Block

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Member's/Proxy's  
Signature

**Note:**

1. Please complete the Folio / DP ID-Client ID No. and Name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING VENUE.
2. Electronic copy of the Annual Report for 2017-18 and Notice of the 3<sup>rd</sup> Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email address is not registered or have requested for a hard copy.



**NINTEC SYSTEMS LIMITED**

(CIN: L72900GJ2015PLC084063) [cs@nintecsystems.com](mailto:cs@nintecsystems.com), [www.nintecsystems.com](http://www.nintecsystems.com)

**Regd. Office:** B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad, **Tel/Fax:** 079-40393909

**Form No. MGT-11**

**PROXY FORM**

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

**3<sup>rd</sup> Annual General Meeting- September 26, 2018**

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 : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him/her;

2) Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail 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 First Annual General Meeting of the company to be held on Wednesday, 26<sup>th</sup> September, 2018 at 9.00 a.m. at the registered office of the company at B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Financial Statements for the year ended 31st March, 2018		
2.	Re-appointment of Mrs. Rachana Gemawat as Non-Executive Director of the company		
<b>SPECIAL BUSINESS</b>			
3.	Appointment of Mr. Somil Raghvendra Nath Mathur (DIN: 07471863) as an Independent Director, not liable to retire by rotation		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder (s) \_\_\_\_\_

Affix Revenue Stamp
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**Notes: -**

- 1) 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.
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
- 4) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- 5) Please complete all details including details of member (s) in the above box before submission.



## ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

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

