

NINTEC SYSTEMS LIMITED

CIN: L72900GJ2015PLC084063

Registered Office: B-11 Corporate House, SG Highway, Bodakdev, Ahmedabad-380054, Gujarat.

Telephone: +91 63597 70854; Website: www.nintecsystems.com; Email: cs@nintecsystems.com**NOTICE OF POSTAL BALLOT**[Pursuant to Section 110 of the Companies Act, 2013read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given to the Members of NINtec Systems Limited (“the Company”), pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other relevant provisions of the Act and the Rules, if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); Secretarial Standard-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force and Guidelines, Relaxations & Circulars issued by the Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent General Circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (“MCA Circulars”), the Company will send Postal Ballot Notice (“Postal Ballot”) only by email to all its shareholders who have registered their email addresses with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participant and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e. Friday, 13th February, 2026**, (“Cut-Off Date”); and the communication of assent/dissent of the shareholders will only take place through the remote e-voting system (“e-voting”). This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent/dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Act, if any, SS-2 on General Meetings and SEBI Listing Regulations, setting out the material facts pertaining to the Resolutions mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, at its meeting held on 12th February, 2026, has appointed Mr. Tushar Vora, Proprietor of M/s. Tushar Vora & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. F3459, CP No. 1745) as the Scrutinizer for conducting the Postal Ballot (only through remote e-voting process) in a fair and transparent manner.

The Company has engaged the services of NSDL as the agency to provide remote e-voting facility.

In accordance with the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders to cast their votes electronically. **The voting period will commence from Wednesday, 18th February, 2026, at 09:00 A.M. (IST) and end on Thursday, 19th March, 2026, at 05:00 P.M. (IST).** Shareholders are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice so as to cast their votes electronically not later than 5:00 P.M. (IST) on Thursday, 19th March, 2026, (the last day to cast vote electronically). The last date of e-voting i.e., Thursday, 19th March, 2026, shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.

The results of remote e-voting shall be declared on or before 2 (Two) working days from the conclusion of the e-voting process and will be displayed along with the Scrutinizer's Report at the Company's website www.nintecsystems.com, on the website of NSDL at www.evoting.nsdl.com and will be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. TO APPROVE THE APPOINTMENT OF MR. MEHUL GANPATBHAI MAKKAMPARA (DIN: 11490241) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder; relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); any other relevant laws and regulations, including any amendment(s), statutory modification(s), variation(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force; the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, **Mr. Mehul Ganpatbhai Makkampara** (DIN:11490241), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 1st February, 2026, 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 SEBI Listing Regulations and is being eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from 1st February, 2026.”

“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 including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto.”

2. TO APPROVE THE APPOINTMENT OF MR. RAHUL RATANKUMAR GUHATHAKURTA (DIN: 11492675) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder; relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); any other relevant laws and regulations, including any amendment(s), statutory modification(s), variation(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force; the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, **Mr. Rahul Ratankumar Guhathakurta** (DIN: 11492675), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 1st February, 2026, 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 SEBI Listing Regulations and is being eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, as an Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from 1st February, 2026.”

“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 including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto.”

Place: Ahmedabad

Date: 12th February, 2026

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

Regd. Office:

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

CIN: L72900GJ2015PLC084063

Tel: +91 63597 70854

Email: cs@nintecsystems.com

Web: www.nintecsystems.com

Sd/-

Disha Nandish Shah
Company Secretary &
Compliance Officer
Membership No. F13084

NOTES:

1. The Explanatory Statement, pursuant to the provisions Section 102 and other applicable provisions of the Act, if any, SS-2 on General Meetings and the SEBI Listing Regulations, setting out the material facts and additional information pertaining to the aforesaid Resolutions is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding remote e-voting is being sent ONLY through electronic mode to those members/Beneficial Owners, whose email addresses are registered with the Company or with the Depository/Depository Participant and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, 13th February, 2026** (“Cut-Off Date”).
3. In accordance with the MCA Circulars, Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility.
5. For receiving copy of Postal Ballot Notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Private Limited, RTA of the Company. The Notice shall also be uploaded on the website of the Company at www.nintecsystems.com, on the website of NSDL at www.evoting.nsdl.com, on the website of BSE at www.bseindia.com and on the website of NSE at www.nseindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Postal Ballot Notice.
6. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in this Postal Ballot Notice.
7. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
8. **The e-voting period will commence from Wednesday, 18th February, 2026, at 9:00 A.M. (IST) and end on Thursday, 19th March, 2026, at 5:00 P.M. (IST).** The e-voting module shall be disabled for voting thereafter.

9. The Company has appointed Mr. Tushar Vora, Proprietor of M/s. Tushar Vora & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. F3459, COP No. 1745), as the Scrutinizer to scrutinize the remote e-voting and Postal Ballot process in a fair and transparent manner.
10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favor/against, if any, and submit the same to the Chairman or a person authorized by him in writing. The results of the remote e-voting by Postal Ballot will be announced on or before two working days from the conclusion of the remote e-voting. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 19th March, 2026, being the last date specified by the Company for remote e-voting.
11. Members who have not updated their email addresses are requested to register/update their email addresses with relevant Depository Participants.
12. The vote in this Postal Ballot cannot be exercised through proxy. However, in pursuance of Section 113 of Act read with the Rules made thereunder, the Members who are Body Corporates are entitled to appoint their Authorised Representatives to cast their votes on their behalf, through remote e-voting.
13. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRIs, etc.), are encouraged to cast their votes during remote e-voting period. The Corporate/Institutional Shareholders are entitled to appoint Authorised Representatives to cast their votes on their behalf through electronic voting mechanism provided by the Company. The Corporate/Institutional Members intending to authorize their Authorised Representatives to cast their votes on their behalf during remote e-voting period are requested to send a certified copy of the Board Resolution/Authorization Letter to the Company authorizing its Representatives to cast their votes on their behalf, pursuant to Section 113 of the Act. The said Board Resolution/Authorisation Letter shall be sent by e-mail to the Scrutinizer at ctusharvora@gmail.com, with a copy marked to evoting@nsdl.com.
14. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
15. The declared results along with the report of Scrutinizer shall be intimated to BSE and NSE where the shares of the Company are listed and will be uploaded on www.bseindia.com and www.nseindia.com. Additionally, the results will also be uploaded on the Company's website at www.nintecsystems.com and on the website of NSDL at www.evoting.nsdl.com.
16. All the material documents referred to in this Postal Ballot Notice and Explanatory Statement will be available for inspection through electronic mode until the last day of remote e-voting, Members seeking to inspect such documents can send an email to cs@nintecsystems.com mentioning their names, folio numbers, DP ID, and Client ID.
17. Members are requested to contact Ms. Disha Shah, Company Secretary and Compliance officer (Email Id: cs@nintecsystems.com) in case of any query pertaining to the postal ballot.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. - 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 - 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. 5. 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  App Store  Google Play  
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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 estusharvora@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Pallavi Mhatre at evoting@nsdl.com

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.com 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.

Place: Ahmedabad

Date: 12th February, 2026

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

Regd. Office:

B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat.
CIN: L72900GJ2015PLC084063
Tel: +91 63597 70854
Email: cs@nintecsystems.com
Web: www.nintecsystems.com

Sd/-
Disha Nandish Shah
Company Secretary &
Compliance Officer
Membership No. F13084

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following is the Explanatory Statement, pursuant to the provision Section 102 of the Act, SS-2 on General Meetings and the SEBI Listing Regulations, setting out the material facts pertaining to the aforesaid Resolutions:

Item No. 1:

To approve the appointment of Mr. Mehul Ganpatbhai Makkampara (DIN: 11490241) as an Independent Director (Non-Executive) of the Company:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee in their meeting held on 28th January, 2026, approved the appointment of **Mr. Mehul Ganpatbhai Makkampara** (DIN:11490241) as an additional Director, designated as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from 01st February, 2026, subject to the approval of shareholders. The Company has received a notice from the members under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company. The Company has also received a declaration from Mr. Mehul Ganpatbhai Makkampara stating that he is willing to act as a Director of the Company and is also registered with the Independent Director's Data Banks and is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other such Authority and he meets the criteria of independence under Section 149(6) and other relevant provisions of the Act read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other relevant provisions of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Mehul Ganpatbhai Makkampara fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the management.

Mr. Mehul Ganpatbhai Makkampara will be paid remuneration by way of sitting fees for attending meetings of the Board of Directors and Committee thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in such meetings Further, he will be entitled for remuneration and profit related commission on profits of the Company as available to other Independent Directors as the Board may approve from time to time and subject to such limits prescribed by the Act.

Pursuant to Regulation 17 of the SEBI Listing Regulations, approval of the Members for appointment of Mr. Mehul Ganpatbhai Makkampara on the Board of Directors requires to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25 of the SEBI Listing Regulations, appointment of Mr. Mehul Ganpatbhai Makkampara as an Independent Director (Non-Executive) of the Company, requires approval of the Members of the Company by way of a Special Resolution. Accordingly, the approval of the Members is sought for the appointment of Mr. Mehul Ganpatbhai Makkampara as an Independent Director (Non-Executive) of the Company.

Mr. Mehul Ganpatbhai Makkampara, being the appointee, is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Further, his relatives are also deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company recommend passing of this Resolution as a Special Resolution as set out in Item No. 1, for approval of the shareholders of the Company.

Item No. 2:

To approve the appointment of Mr. Rahul Ratankumar Guhathakurta (DIN: 11492675) as an Independent Director (Non-Executive) of the Company:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee in their meeting held on 28th January, 2026, approved the appointment of **Mr. Rahul Ratankumar Guhathakurta** (DIN: 11492675) as an additional Director, designated as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from 01st February, 2026, subject to the approval of shareholders. The Company has received a notice from the members under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company. The Company has also received a declaration from Mr. Rahul Ratankumar Guhathakurta stating that he is willing to act as a Director of the Company and is also registered with the Independent Director's Data Banks and is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other such Authority and he meets the criteria of independence under Section 149(6) and other relevant provisions of the Act read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other relevant provisions of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Rahul Ratankumar Guhathakurta fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the management.

Mr. Rahul Ratankumar Guhathakurta will be paid remuneration by way of sitting fees for attending meetings of the Board of Directors and Committee thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in such meetings Further, he will be entitled for remuneration and profit related commission on profits of the Company as available to other Independent Directors as the Board may approve from time to time and subject to such limits prescribed by the Act.

Pursuant to Regulation 17 of the SEBI Listing Regulations, approval of the Members for appointment of Mr. Rahul Ratankumar Guhathakurta on the Board of Directors requires to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant

to Regulation 25 of the SEBI Listing Regulations, appointment of Mr. Rahul Ratankumar Guhathakurta as an Independent Director (Non-Executive) of the Company, requires approval of the Members of the Company by way of a Special Resolution. Accordingly, the approval of the Members is sought for the appointment of Mr. Rahul Ratankumar Guhathakurta as an Independent Director (Non-Executive) of the Company.

Mr. Rahul Ratankumar Guhathakurta, being the appointee, is interested in the resolution set out at Item No. 2 of this Postal Ballot Notice with regard to his appointment. Further, his relatives are also deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their respective relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors of the Company recommend passing of this Resolution as a Special Resolution as set out in Item No. 2, for approval of the shareholders of the Company

Place: Ahmedabad

Date: 12th February, 2026

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

Regd. Office:

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

CIN: L72900GJ2015PLC084063

Tel: +91 63597 70854

Email: cs@nintecsystems.com

Web: www.nintecsystems.com

Sd/-

Disha Nandish Shah
Company Secretary &
Compliance Officer
Membership No. F13084

ANNEXURE

ITEM NO. 1 & 2: DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India)

Name of Director	Mr. Mehul Ganpatbhai Makkampara	Mr. Rahul Ratankumar Guhathakurta
DIN	11490241	11492675
Date of Birth and Age	14 th August, 1988 (37 years)	25 th April, 1984 (41 years)
Date of First Appointment	1 st February, 2026	1 st February, 2026
Brief Resume, Qualification, Experience and Skills and capabilities required for the role and manner in which he / she meets such requirements	Mr. Mehul Makkampara (DIN: 11490241) holds a Bachelor of Homeopathic Medicine and Surgery (BHMS) degree from Hemachandracharya North Gujarat University, Patan. He has over 15 years of experience in the field of medical.	Mr. Rahul Guhathakurta (DIN: 11492675) holds a Post Graduate Diploma in Management from the International Management Institute (IMI), New Delhi. He is a strategic management professional and entrepreneur with experience in corporate strategy, digital information systems, technology-enabled publishing and analytics, and marketing.
Expertise in specific functional area	Business Strategy, Leadership and Management related experience	Financial Administration, Governance, Marketing and Management related experience
Terms and conditions of appointment	Appointment of Mr. Mehul Ganpatbhai Makkampara as an Independent Director for a term of 5 (five) consecutive years from 1 st February, 2026, not liable to retire by rotation. For further details, refer Notice and Explanatory Statement	Appointment of Mr. Rahul Ratankumar Guhathakurta as an Independent Director for a term of 5 (five) consecutive years from 1 st February, 2026, not liable to retire by rotation. For further details, refer Notice and Explanatory Statement
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of	He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of

Name of Director	Mr. Mehul Ganpatbhai Makkampara	Mr. Rahul Ratankumar Guhathakurta
	expenses for participating in the Meetings, if any.	expenses for participating in the Meetings, if any.
Details of last drawn remuneration (including sitting fees, if any)	Sitting fees paid since his appointment	Sitting fees paid since his appointment
Number of Board Meetings attended during the financial year 2025-26 (From his date of appointment till date of this Notice)	1	1
Shareholding in the Company including shareholding as a Beneficial Owner (as on the date of this Notice)	Nil	Nil
Inter-se relationship with other Directors, Manager, if any, and Key Managerial Personnel	No relationship	No relationship
Directorship/Committee Memberships and Chairmanships held in other Listed Entities	Nil	Nil
Listed Entities from which He/ She has resigned as Director in past 3 years	Nil	Nil

Place: Ahmedabad

Date: 12th February, 2026

By order of the Board of Directors

For, NINtec Systems Limited

Regd. Office:

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

CIN: L72900GJ2015PLC084063

Tel: +91 63597 70854

Email: cs@nintecsystems.com

Web: www.nintecsystems.com

Sd/-

Disha Nandish Shah

Company Secretary &

Compliance Officer

Membership No. F13084