

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

NOTICE is hereby given that the **6thAnnual General Meeting (AGM)** of the members of **NINTEC Systems Limited** ("NSL" and/or the "Company") will be held on Thursday, **30th day of September, 2021 at 12:30 P.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. **To receive, consider and adopt Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 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 Mrs. Rachana Gemawat (DIN:02029832), who retires by rotation and being eligible, offers herself 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), 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/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."

3. **To re-appoint M/s. Samir. M. Shah & Associates as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting:**

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

"RESOLVED THAT, pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder 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) **M/s. Samir. M. Shah & Associates**, Chartered Accountants (Firm Registration No. 122377W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the

conclusion of 11th Annual General Meeting of the Company, at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

“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:

4. Appointment of Mr. Niraj Gemawat as the Managing Director of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and 203 and other relevant provisions of the Companies Act, 2013 (“Act”), if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as approved by the Board of directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Niraj Gemawat (DIN- 00030749), as the Managing Director of the Company, to hold office for a period of five years with effect from June 29, 2021 to June 28, 2026 on the terms and conditions of appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.”

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

5. Re-appointment of Mr. Vishal Shah (DIN:01681950), as Independent Director of the Company:

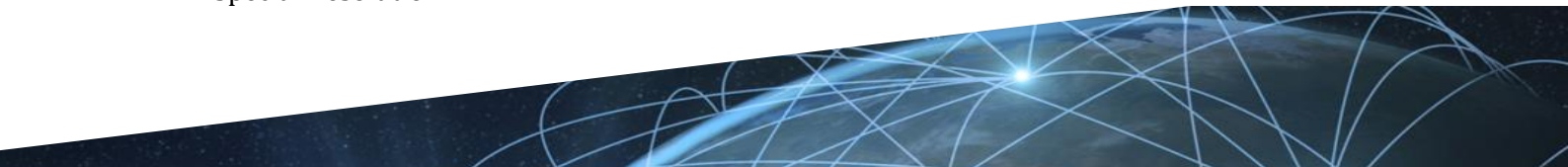
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other relevant provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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 and on the basis of the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Vishal Shah (DIN:01681950), 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, for a second term of five consecutive years.

“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.”

6. Re-appointment of Mr. Hursh Jani (DIN:01356764), as Independent Director 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 and other relevant provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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 and on the basis of the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Hursh Jani (DIN:01356764), 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, for a second term of five consecutive years.

“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.”

7. Re-appointment of Mr. Bhushan Saluja (DIN:00312854), as Independent Director 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 and other relevant provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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 and on the basis of the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, Mr. Bhushan Saluja (DIN:00312854), 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, for a second term of five consecutive years.

“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.”

8. Approval of Related Party Transactions of the Company entered during the Financial Year 2020 -21

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (“Act”) and Rules made there under (including any statutory modification(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the Material Related Party Transactions with M/s. Dilx B.V. for FY 2020-21 based on the value of transactions of Rs. 4,79,23,844 which is exceeding 10% of the turnover of the Company for FY 2019-20.”

“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.”

For and on behalf of the Board

Sd/-

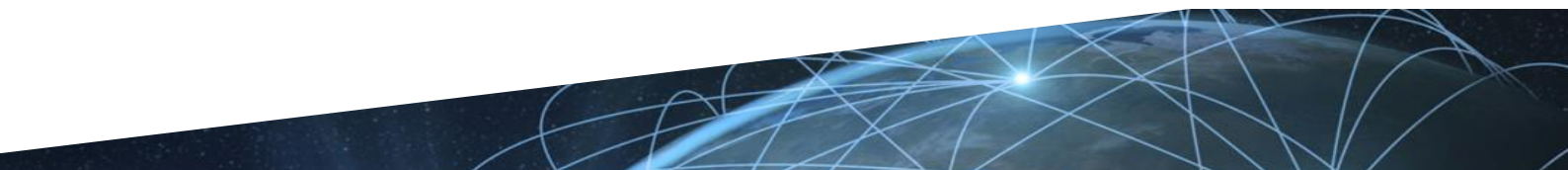
Date: 31st August, 2021

Place: Ahmedabad

NIRAJ GEMAWAT

Chairman & Managing Director

DIN: 00030749



NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed strictly at the venue of the ensuing AGM. 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 AGM venue.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the details pertaining to the Special Business of the Annual General Meeting (the “AGM”), is annexed hereto.
3. 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.
4. 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.
5. 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.
6. 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 and copy(ies) of their Annual Report.
7. 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.
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 2020-21 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.
10. Members are requested to notify any change in their address, bank details/ ECS (Electronic Clearing Services) immediately at the Registered Office of the Company/ Registrar Transfer Agent (RTA)/ Depository Participant (DP). With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
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 6th 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 may also note that the Notice of the 6th Annual General Meeting and Annual Report 2020-21 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 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.
14. The physical copies of such documents as required under the Act will be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: on cs@nintecsystems.com and/or legal@nintecsystems.com.
15. 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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
17. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; our Company is exempted from compliance with the Corporate Governance provisions and hence Corporate Governance Report is not required to be attached with this Annual Report.
18. In terms of Section 152 of the Act, Mrs. Rachna Gemawat, Director, retire by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommends her re-appointment.
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. In terms of Sections 149, 150 and 152 of the Act, Mr. Hursh Jani, Mr. Vishal Shah and Mr. Bhushan Saluja are eligible for re-appointment. The Nomination and Remuneration Committee and the Board of Directors has approved their reappointment and have placed the same for the approval of members.
21. 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
22. 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.
23. Route map & landmark of venue of AGM is enclosed with Notice.

24. 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 6th 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).

The remote e-voting period begins on Monday, 27th September, 2021 at 09:00 A.M. and ends on Wednesday, 29th September, 2021 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. 23rd September, 2021 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 23rd September, 2021

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

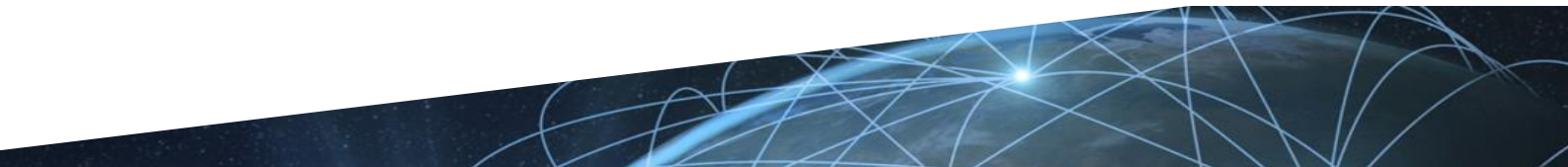
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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"> 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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</p>
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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.

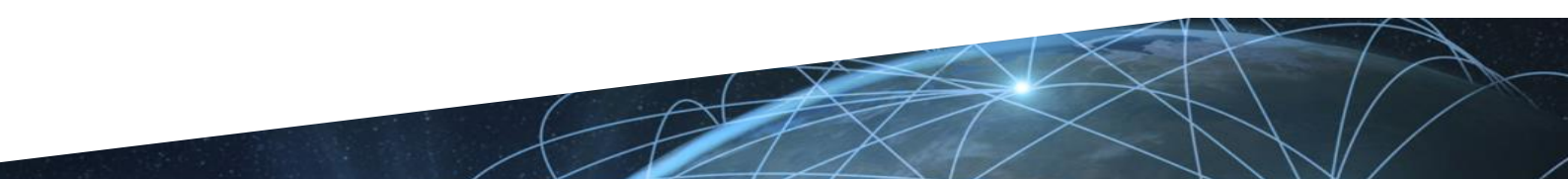
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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?

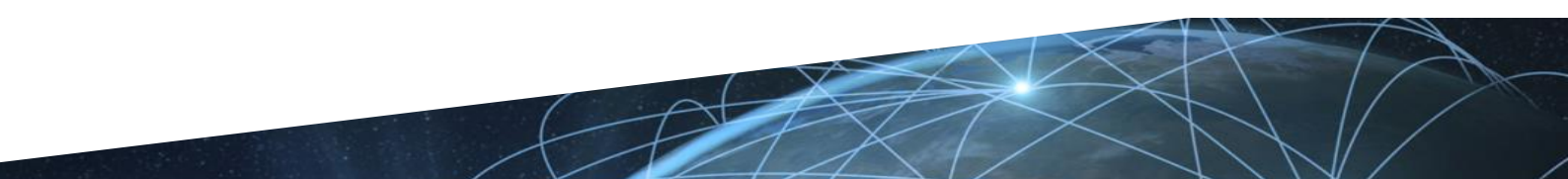
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

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
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 evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Nipul Shah at evoting@nsdl.co.in

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 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.

For and on behalf of the Board

Sd/-

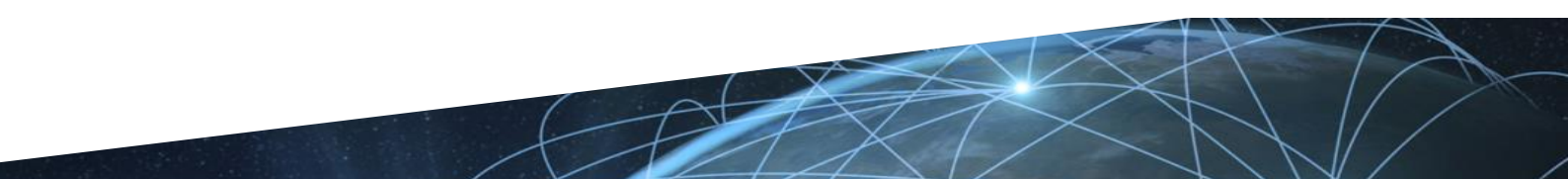
Date: 31st August, 2021

Place: Ahmedabad

NIRAJ GEMAWAT

Chairman & Managing Director

DIN: 00030749



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

Item No. 3- To re-appoint M/s. Samir. M. Shah & Associates as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting:

In terms of Section 139 (1) of the Companies Act, 2013, every Company shall, at the first AGM, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting.

M/s. Samir. M. Shah & Associates, Chartered Accountants, who were appointed as Statutory Auditors of the Company in the first Annual general meeting and who hold the office up to the conclusion of this Annual General Meeting are eligible for re-appointment. Thus, the re-appointment of Statutory Auditors for a period of five years has been put up for the approval of members at item no.3 of the Notice.

Item No. 4- Appointment of Mr. Niraj Gemawat as the Managing Director of the Company:

The Board of Directors of the Company, in their meeting held on Tuesday, 29th June, 2021 approved the appointment of Mr. Niraj Gemawat as the Managing Director of the Company w.e.f 29th June, 2021 for a term of Five (5) years, subject to the approval of Shareholders in this 6th Annual General Meeting of the Company.

Mr. Niraj Gemawat is an Engineer with a Master's Degree in Business Administration from one of India's most respected Management Institutes. He has an extensive experience in technology, applications, processes, customer deliveries and business development. In addition to driving revenue and profitability, his main focus is to ensure the appropriate structure to deliver continued high levels of client and stakeholders satisfaction. Financial planning and process orientation at operational levels are his forte.

Except for Mr. Niraj Gemawat and Mrs. Rachana Gemawat, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the proposed resolution except to the extent of their shareholding, if any.

The Board of Directors recommend passing of this resolution as an Ordinary Resolution as set out in Item No. 4 for the approval of the shareholders.

Item No. 5- Re-appointment of Mr. Vishal Shah (DIN:01681950), as Independent Director of the Company

Pursuant to provisions of section 149, 150, 152 and 160 and other applicable provisions of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a listed public company is required to appoint at least one-third of total number of directors as Independent directors. The current appointment is in compliance to meet the above criteria.

Pursuant to section 152(2) of Companies Act, 2013 appointment of Independent Directors shall be approved by the company in General Meeting.

The Board of Directors of the Company, in their meeting held on 31st August, 2021 approved the appointment of Mr. Vishal Shah (DIN:01681950) as Independent Directors of the Company, for a period of 5 (five) years, subject to the approval of Shareholders.

Mr. Vishal Shah is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, section 149 of the Act stipulates the criteria of Independence and pursuant to said section an Independent director can hold office for a term upto 5(five) consecutive years on the Board of the company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Vishal Shah that he meets the criteria of Independence as prescribed under sub- section (6) of Section 149 of the Companies Act, 2013. Other details as required under Clause 52 of the Listing Agreement is provided as an Annexure to the notice calling Annual General Meeting.

Mr. Vishal Shah will be paid such fees, remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Except Mr. Vishal Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the proposed resolution except to the extent of their shareholding, if any.

The Board of Directors recommend passing of this resolution as a Special Resolution as set out in Item No. 5 for approval of the shareholders.

Item no. 6- Re-appointment of Mr. Hursh Jani (DIN:01356764), as Independent Director of the Company:

Pursuant to provisions of section 149, 150, 152 and 160 and other applicable provisions of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a listed public company is required to appoint at least one-third of total number of directors as Independent directors. The current appointment is in compliance to meet the above criteria.

Pursuant to section 152(2) of Companies Act, 2013 appointment of Independent Directors shall be approved by the company in General Meeting.

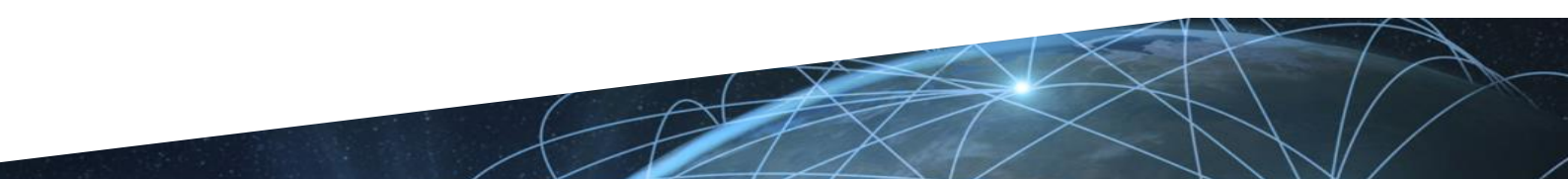
The Board of Directors of the Company, in their meeting held on 31st August, 2021 approved the appointment of Mr. Hursh Jani (DIN:01356764) as Independent Directors of the Company, for a period of 5 (five) years, subject to the approval of Shareholders.

Mr. Hursh Jani is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, section 149 of the Act stipulates the criteria of Independence and pursuant to said section an Independent director can hold office for a term upto 5(five) consecutive years on the Board of the company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Hursh Jani that he meets the criteria of Independence as prescribed under sub- section (6) of Section 149 of the Companies Act, 2013. Other details as required under Clause 52 of the Listing Agreement is provided as an Annexure to the notice calling Annual General Meeting.

Mr. Hursh Jani will be paid such fees, remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Except Mr. Hursh Jani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the proposed resolution except to the extent of their shareholding, if any.



The Board of Directors recommend passing of this resolution as a Special Resolution as set out in Item No. 6 for approval of the shareholders.

Item no. 7- Re-appointment of Mr. Bhushan Saluja (DIN:00312854), as Independent Director of the Company:

Pursuant to provisions of section 149, 150, 152 and 160 and other applicable provisions of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a listed public company is required to appoint at least one-third of total number of directors as Independent directors. The current appointment is in compliance to meet the above criteria.

Pursuant to section 152(2) of Companies Act, 2013 appointment of Independent Directors shall be approved by the company in General Meeting.

The Board of Directors of the Company, in their meeting held on 31st August, 2021 approved the appointment of Mr. Bhushan Saluja (DIN:00312854) as Independent Directors of the Company, for a period of 5 (five) years, subject to the approval of Shareholders.

Mr. Bhushan Saluja is not disqualified from being appointed as a Director in terms of section 164 of the Act. Further, section 149 of the Act stipulates the criteria of Independence and pursuant to said section an Independent director can hold office for a term upto 5(five) consecutive years on the Board of the company and shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Bhushan Saluja that he meets the criteria of Independence as prescribed under sub- section (6) of Section 149 of the Companies Act, 2013. Other details as required under Clause 52 of the Listing Agreement is provided as an Annexure to the notice calling Annual General Meeting.

Mr. Bhushan Saluja will be paid such fees, remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013.

Except Mr. Bhushan Saluja, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested in the proposed resolution except to the extent of their shareholding, if any.

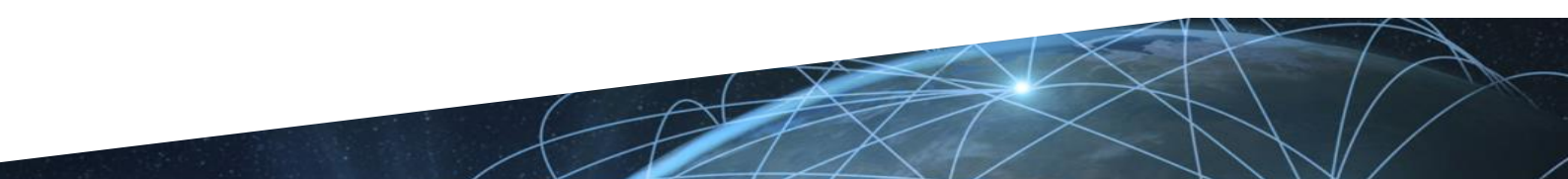
The Board of Directors recommend passing of this resolution as a Special Resolution as set out in Item No.7 for approval of the shareholders.

Item no. 8- Approval of Related Party Transactions of the Company entered during the Financial Year 2020 -21

As per Regulation 23(4) of SEBI LODR Regulations, 2015, approval of the shareholders through Special resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

The Company has entered into a related party transaction with M/s. Dilx B.V. for FY 2020-21. The transaction is at arms length and the total amount of transaction is Rs. 4,79,23,844 which is exceeding 10% of the turnover of the Company for FY 2019-20.

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



The Board of Directors recommend passing of this resolution as a Special Resolution as set out in Item No.8 for approval of the shareholders.

For and on behalf of the Board

Sd/-

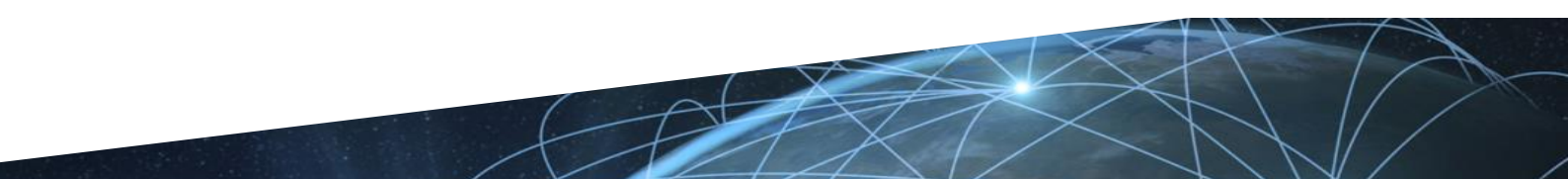
Date: 31st August, 2021

Place: Ahmedabad

NIRAJ GEMAWAT

Chairman & Managing Director

DIN: 00030749



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	Mrs. Rachana Gemawat
DIN	02029832
Date of Birth	16/09/1976
Date of First Appointment	15/02/2016
Brief Resume and Nature of Expertise in Functional Areas	Mrs. Rachana Gemawat is associated with the company since February, 2016. 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.
Key terms and conditions of appointment/reappointment	As per the terms of appointment
No. of Equity Shares held in the Company	9,45,000
Directorship/Committee Memberships held in other listed entities	Other Directorship- NIL Other Committee Membership- NIL
Disclosure of Relationships between Directors inter-se	Mrs. Rachana Gemawat is wife of Mr. Niraj Gemawat, Managing Director.

Item No. 5, 6, 7

Name of Director	Mr. Vishal Shah	Mr. Hursh Jani	Mr. Bhushan Saluja
DIN	01681950	01356764	00312854
Date of Birth	06/03/1975	03/06/1984	17/06/1973
Date of First Appointment	15/02/2016	15/02/2016	15/02/2016
Brief Resume and Nature of Expertise in Functional Areas	Mr. Vishal Shah has over 20 years of experience as an entrepreneur. Qualification wise he is a commerce graduate (B.com, 1995) and completed his Diploma in Business Management (1996) and Diploma in International Business (1997). Since 1998, he is into entrepreneurship and with his corporate acumen, he brings value addition to the Company.	Mr. Hursh Jani is a science graduate from Gujarat University. He holds a Bachelor's degree in Law. He is an advocate and solicitor by profession, having an experience of over ten years in the field of law and legal advisory services.	Mr. Bhushan Saluja, is an Engineer by qualification and an entrepreneur by profession. He has an extensive experience in manufacturing industry and its processes, customer deliveries and business development. Exploring International markets for business opportunities are his forte.
Key terms and conditions of appointment/reappointment	As per the terms of appointment	As per the terms of appointment	As per the terms of appointment
No. of Equity Shares held in the Company	NA	NA	NA
Directorship/Committee Memberships held in other listed entities	-	-	-
Disclosure of Relationships between Directors inter-se	None	None	None

For and on behalf of the Board

Sd/-

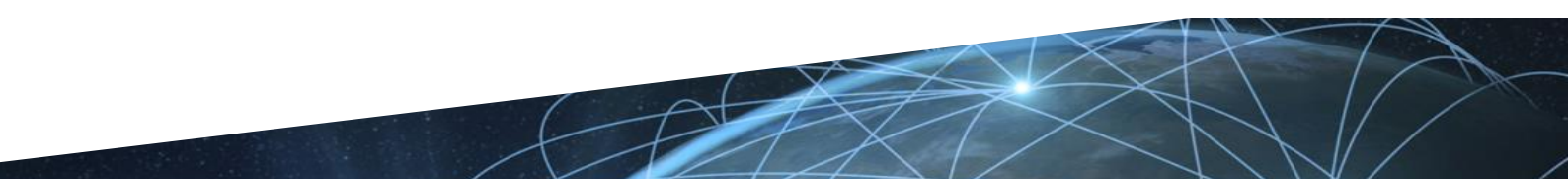
Date: 31st August, 2021

Place: Ahmedabad

NIRAJ GEMAWAT

Chairman & Managing Director

DIN: 00030749



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

6TH 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:	

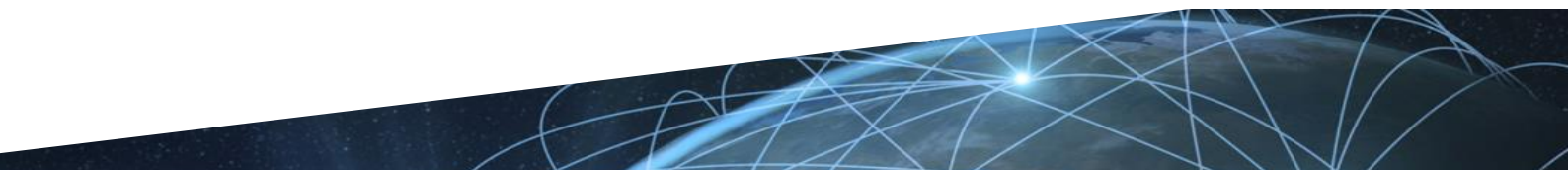
I /We hereby record my / our presence at the 6th Annual General Meeting of the Company to be held on Thursday, 30th day of September, 2021 at 12:30 P.M. at the Registered Office of the company at B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India.

Signature of Shareholder/Proxy:

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	Password
117508	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 6th Annual General Meeting. The e-voting begins on Monday, 27th September, 2021 at 09:00 A.M. IST and ends on Wednesday, 29th September, 2021 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
6th Annual General Meeting- 30th September, 2021

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 : _____
 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 Sixth Annual General Meeting of the company to be held on Thursday, 30th September, 2021 at 12.30 p.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.	ORDINARY BUSINESS
1.	To receive, consider and adopt Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon
2.	To appoint a director in place of Mrs. Rachana Gemawat (DIN:02029832), who retires by rotation and eligible, offers herself for re-appointment
3.	To re-appoint M/s. Samir. M. Shah & Associates as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 11 th Annual General Meeting
	SPECIAL BUSINESS
4.	Appointment of Mr. Niraj Gemawat as the Managing Director of the Company
5.	Re-appointment of Mr. Vishal Shah (DIN:01681950), as Independent Director of the Company
6.	Re-appointment of Mr. Hursh Jani (DIN:01356764), as Independent Director of the Company

7.	Re-appointment of Mr. Bhushan Saluja (DIN:00312854), as Independent Director of the Company
8.	Approval of Related Party Transactions of the Company entered during the Financial Year 2020 -21

Signed this _____ day of _____ 2021.

Affix
Revenue
Stamp

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

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 6th ANNUAL GENERAL MEETING

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

