

June 21, 2023

<b>To,</b> <b>The Listing Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai- 400 001	<b>To,</b> <b>The Listing Department</b> <b>The National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra Kurla Complex, Bandra(E), Mumbai – 400 051.
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Dear Sir / Ma'am,

**Ref: Security Code: 539843; Security ID: NINSYS**

**Sub: Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Notice of Postal Ballot dated June 19, 2023 along with the Explanatory statement ("Notice") for seeking approval of Members of NINtec Systems Limited (the "Company") by way of remote e-voting process to transact the following business:

Item No.	Business to be transacted through Postal Ballot-Special Resolution
1.	To increase the authorised share capital of the Company and amend the capital clause of the memorandum of association of the Company:
2.	To issue bonus equity shares

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Bigshare Services Private Limited, the Registrar and Transfer Agent of the Company / Depositories / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, June 16, 2023 ("**Cut-off date**").

As per the MCA Circulars issued in view of the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

The Company has engaged the services of NSDL for providing remote e-voting facility to members. The e-voting facility will be available during the following period.

Commencement of e-voting	Friday, June 23, 2023 at 09:00 a.m. (IST)
End of e-voting	Saturday, July 22, 2023 at 05:00 p.m. (IST)
Date of Result	On or before Monday, July 24, 2023

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. [www.nintecsystems.com](http://www.nintecsystems.com)

Kindly take the same on record.

Thanking You,

**For, NINTEC SYSTEMS LIMITED**

**CS Pooja Kadam**

Company Secretary &  
 Compliance Officer

**Mem No: A43019**

**Encl:** Postal Ballot Notice

**NINtec Systems Limited**

B-11, Corporate House, Bodakdev, S.G. Highway, Ahmedabad-380054, Gujarat. | Tel: +91 079 40223008, +91 079 26852554 Email: [nintec@nintecsystems.com](mailto:nintec@nintecsystems.com) | [www.nintecsystems.com](http://www.nintecsystems.com) | CIN: L72900GJ2015PLC084063

## NINTEC SYSTEMS LIMITED

CIN: L72900GJ2015PLC084063

Registered Office: B-11 Corporate House, SG Highway, Bodakdev, Ahmedabad-380054,  
Telephone: 079-40223008, Website: [www.nintecsystems.com](http://www.nintecsystems.com) Email: [legal@nintecsystems.com](mailto:legal@nintecsystems.com)

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### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read 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 Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and relaxations and circulars issued by the Ministry of Corporate Affairs, Government of India vide its General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 (the “**MCA Circulars**”) in furtherance to the above said 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 Participants 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 (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or 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 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 shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Explanatory Statement pursuant to Section 102 (1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, at its meeting held on Monday, June 19, 2023 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 proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto, for your consideration and approval. Members are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice.

The Company has engaged the services of NSDL as the agency to provide 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. Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. (IST) on Saturday, July 22, 2023 (the last day to cast vote electronically) to be eligible for being considered.

The last date of e-voting i.e., July 22, 2023, 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 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](http://www.nintecsystems.com), on the website of NSDL at [www.evoting.nsdl.com](http://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.

#### **ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**

**1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 Section 13, 61 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, the consent of the members of the company be and is hereby accorded to increase the Authorised share capital of the company from Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all respect with the existing equity shares of the company."

**"RESOLVED FURTHER THAT**, the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following new clause V as under:

*V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*

**"RESOLVED FURTHER THAT**, any one Director of the company or the Company Secretary of the company, be and are hereby severally authorised to file, sign, verify and execute all such forms, papers or documents, as may be required and do all such act, deeds, matters and things as may be necessary and incidental for giving effect of this resolution."

**"RESOLVED FURTHER THAT**, any Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to file, sign, verify, finalize and execute all such forms, papers or documents, as may be required and do all such act, deeds, matters and things as may be necessary and incidental for giving effect of this resolution."

## **2. TO ISSUE BONUS EQUITY SHARES**

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

**"RESOLVED THAT**, pursuant to relevant provision of the Articles of Association and the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendments or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Reserve Bank of India ("RBI") time to time and applicable regulatory authorities from time to time, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, the consent of the members of the Company be and is hereby accorded for capitalization of a sum of Rs. 8,25,60,000/- (Rupees Eight Crore Twenty Five Lakh Sixty Thousand Only) out of Free Reserves of the Company, for the purpose of issue of bonus equity shares of face value of Rs. 10/- (Rupee Ten only)

each, credited as fully paid-up equity shares to eligible members of the Company in the proportion of 4 (Four) new fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each for every 5 (Five) existing fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each held by the members of the Company, whose names appear in the register of members on a “**Record Date**” to be determined by the Board.”

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

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

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

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

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

**Place:** Ahmedabad  
**Date:** June 19, 2023

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

Sd/-  
**Niraj Gemawat**  
**Managing Director**  
**DIN: 00030749**

**NOTES:**

1. The Explanatory Statement pursuant to the provision Section 102 of the Companies Act, 2013 Secretarial Standard – 2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the aforesaid Resolution(s) and the reasons thereof 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 e-voting is being sent ONLY by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, June 16, 2023 (“**Cut-Off Date**”) and Hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot.
3. 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](http://www.nintecsystems.com), on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSE at [www.nseindia.com](http://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 Notice.
4. 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 LODR 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 the Notice.
5. 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 i.e., Friday, June 16, 2023, being the ‘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.
6. The voting period will commence from **Friday, June 23, 2023 at 09:00 AM** and end on **Saturday, July 22, 2023 at 05:00 PM**. The e-voting module shall be disabled for voting thereafter.
7. The Company 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 to scrutinize the e-voting and Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman/Director of the Company or any person authorized

by him. The results of the e-voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, July 22, 2023, being the last date specified by the Company for e-voting.

9. Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to Ms. Pooja Kadam (Company Secretary & Compliance Officer) at [cs@nintecsystems.com](mailto:cs@nintecsystems.com) or [legal@nintecsystems.com](mailto:legal@nintecsystems.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/update their email addresses with relevant depository participants.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Additionally, the results will also be uploaded on the Company's website at [www.nintecsystems.com](http://www.nintecsystems.com).
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, July 22, 2023.
13. Members are requested to contact Ms. Pooja Kadam, Company Secretary and Compliance officer (Email ID: [cs@nintecsystems.com](mailto:cs@nintecsystems.com) or [legal@nintecsystems.com](mailto:legal@nintecsystems.com)) in case of any query pertaining to the postal ballot.

**General information and instructions relating to e-voting are as under:**

**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
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. 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>
3. 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.
4. 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**





<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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:
  - 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cstusharvora@gmail.com](mailto:cstusharvora@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sachin at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@nintecsystems.com](mailto:cs@nintecsystems.com) or [legal@nintecsystems.com](mailto: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](mailto:cs@nintecsystems.com) or [legal@nintecsystems.com](mailto: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](mailto: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.

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

Sd/-

**Niraj Gemawat**  
**Managing Director**  
**DIN: 00030749**

**Place:** Ahmedabad  
**Date:** June 19, 2023

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

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice as specified under Section 102 (1) of the Companies Act, 2013:

**Item No. 1: To Increase the Authorised Share Capital of the Company and amend the Capital Clause of the Memorandum of Association of the Company:**

The current authorised share capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) and the paid-up capital of the company is Rs. 10,32,00,000/- (Rupees Ten Crore Thirty-Two Lakhs Only). The Company Proposes to increase its authorised capital to 20,00,00,000 (Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each.

The increase in the authorised share capital of the company will also require consequential amendment to the Clause V of the Memorandum of Association of the Company.

In order to effect the increased Authorized Share Capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required be amended.

The amended Clause V of the Memorandum of Association is as follows:

*“V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”*

Pursuant to the Section 13 of Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of the Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing an ordinary resolution.

**Item No. 2: To issue Bonus Equity Shares**

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

In appreciation of continuing support from Shareholders of the Company, the Board of Directors at its meeting held on 19<sup>th</sup> June, 2023, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares of face value of Rs. 10/- (Rupee Ten only) each, credited as fully paid-up equity shares to eligible members of the Company in the proportion of 4 (Four) new fully paid-up equity share of face value of Rs. 10/- (Rupee Ten only) each for every 5 (Five) existing fully paid-

up equity share of face value of Rs. 10/- (Rupee Ten only) each held by the members of the Company, by capitalizing a sum of Rs. 8,25,60,000/- (Rupees Eight Crore Twenty-Five Lakh Sixty Thousand Only) out of Free Reserves of the Company.

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

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

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

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.2 of this Notice.

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

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

**Place:** Ahmedabad  
**Date:** June 19, 2023

Sd/-  
**Niraj Gemawat**  
**Managing Director**  
**DIN: 00030749**