SEC/35/FY 26-27

20th August, 2026

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

Ref: Security Code: 539843; Security ID: NINSYS

Sub: Notice of 11th Annual General Meeting ("AGM") of the Company and Annual Report for the Financial Year 2025-26

Dear Sir / Ma'am,

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the 11th Annual General Meeting ("AGM") Notice of the Company along with the Annual Report. The 11th Annual General Meeting ("AGM") of the Company will be held on **Friday, 18th September, 2025, at 3.00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the weblink of the Annual Report, being sent to those Members whose email ids are not registered with the Company/Depository Participant(s)/ Registrar and Share Transfer Agent.

The Notice of 11th Annual General Meeting along with the Annual Report also be available on the website of the Company at www.nintecsystems.com.

Kindly take the above on record.

Thanking You,
For, NINtec Systems Limited

DISHA NANDISH SHAH

Digitally signed by DISHA NANDISH SHAH
Date: 2026.08.20 18:05:47 +05'30'

NINTEC SYSTEMS LIMITED AHMEDABAD

Disha Shah
Company Secretary &
Compliance Officer
Membership No. F13084

Encl: As above

nintec
systems limited
A Gateway Group Company

Annual Report

2025-2026

We Enable Business Growth with Innovative Technology Solution

www.nintecsystems.com

Contents

About NINtec Systems Limited

We Enable Business Growth with Innovative Technology Solution

CORPORATE OVERVIEW

Delivering the strategic advantages of offshore software product development to enterprises worldwide — with efficiency, innovation and long-term value for our stakeholders.

ABOUT THE COMPANY

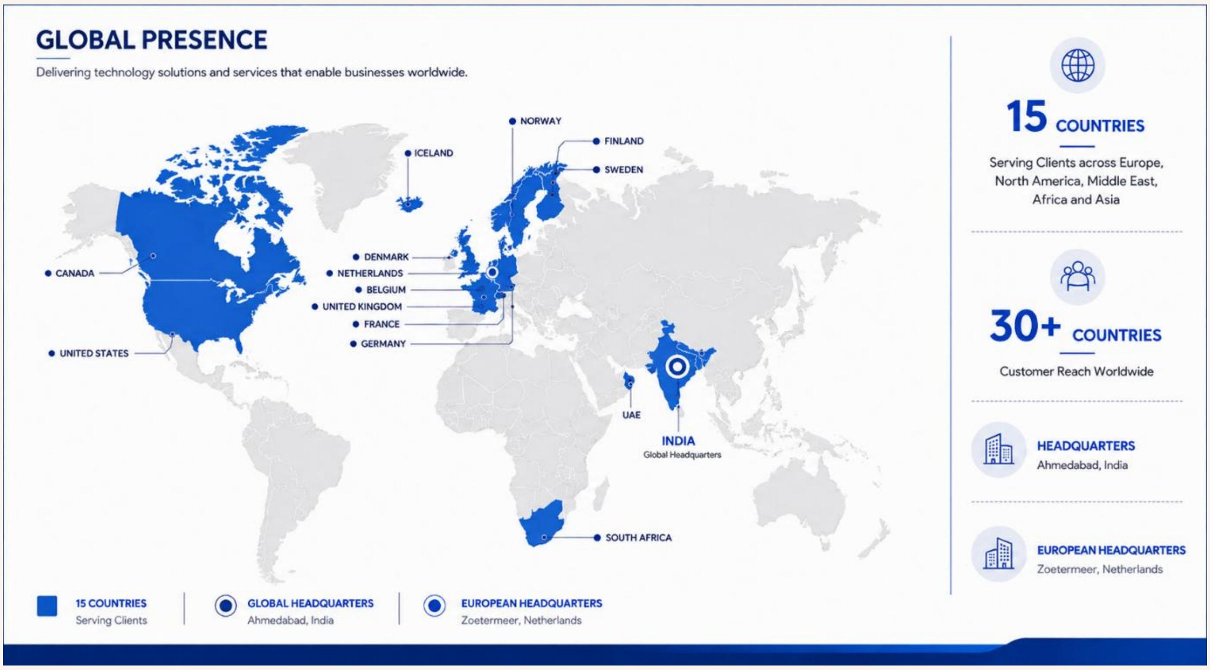
NINtec Systems Limited is an AI-first software engineering Company, incorporated in 2015 and anchored by the entrepreneurial legacy of the Founder & Managing Director, Mr. Niraj C. Gemawat. The Company has built one of Asia-Pacific's deepest Claude engineering practices, with over 300 Claude-trained engineers delivering AI-native solutions across the software development lifecycle.

Headquartered in Ahmedabad, India, with international operations including NINtec Systems B.V. in the Netherlands, the Company serves 30+ Fortune 500 clients across nine industry verticals — including Healthcare & Life Sciences, Automotive & Aftermarket, Logistics & Supply Chain, Fintech & Banking, and Retail & E-Commerce — with a presence spanning 15 countries and customer reach across 30+ countries on five continents.

NINtec's engineering methodology integrates Anthropic's Claude, GitHub Copilot, Windsurf, and Cursor across a six-phase AI-first development process, and the Company holds ISO 9001:2015 (Quality Management) and ISO 27001:2022 (Information Security Management) certifications from Alcumus ISOQAR, UKAS. Backed by consistent, profitable growth — ₹170 Cr revenue in FY26 — NINtec continues to strengthen its position as a trusted AI and software engineering partner for global enterprises.

Our Footprint

GLOBAL BY DESIGN. DELIVERED WITHOUT BORDERS.



INDUSTRIES OF PLAY

Engineering intelligence across the industries that move the world.

From healthcare to high tech, NINtec brings AI-first engineering to nine industries across fifteen countries — helping global enterprises turn complexity into clarity, at the speed of thought.

Healthcare & Lifescience
AI engineering for the systems that protect human health.

Media & Entertainment
98% predictive accuracy. 120+ ML components. Content intelligence at scale.

Automotive & Aftermarket
From OEM to aftermarket — AI powering every link in the automotive value chain.

Retail & E-commerce
From dynamic pricing to zero-downtime deployments — AI at every shelf.

Logistics & Supply Chain
Agentic AI orchestrating autonomous, intelligent, adaptive supply chains.

Pharmaceuticals
Accelerating the journey from molecule to market with AI engineering.

Fintech & Banking Services
Building the digital financial infrastructure of tomorrow.

High Tech & SaaS
Building the AI-powered platforms that run the next generation of software.

Gaming & iGaming
500K+ man-hours. 180+ casino solutions. AI-powered player intelligence.

Our Vision:

"To be the world's most trusted AI-first engineering partner — where artificial intelligence is not an add-on but the operating core of every solution we build — enabling enterprises across the globe to move from complexity to clarity at the speed of thought."

Our Mission:

"NINtec Systems is committed to reimagining software engineering for the AI era. We combine deep domain expertise across healthcare, automotive, logistics, fintech, and other key industries with an AI-native engineering methodology and a best-in-class technology stack — to deliver intelligent, secure, and scalable solutions for Fortune 500 and global enterprise clients."

MESSAGE FROM THE CHAIRMAN

Financial Year 2025-26 will be remembered as the year your Company completed its transformation into an AI-first engineering enterprise. The Board took an early and deliberate view that artificial intelligence would not merely augment our industry but reshape it — and that NINtec should help lead that change rather than follow it. That conviction, executed with discipline by the management team, now defines who we are.

> ***“Enduring value is built where bold innovation meets disciplined governance.”***

The results speak to the soundness of that strategy. On a consolidated basis the Company delivered revenue of ₹170 crore and net profit of ₹32 crore, with earnings per share of ₹17.23, a return on equity of 42% and an operating margin of 26%. Over five years, revenue and profit have compounded at approximately 80% and 89% respectively, and shareholders who have remained with us since listing have seen exceptional value creation, supported by two bonus issues. Your Board remains focused on converting growth into durable, long-term returns.

Performance of this quality is only meaningful when it rests on strong governance. The Board comprises a majority of Non-Executive Directors, including a substantial complement of Independent Directors. They discharge their responsibilities with diligence and independence. During the year the roles of Chairman and Managing Director were separated, strengthening board oversight in line with governance best practice. Our quality and information-security frameworks are independently certified to ISO 9001:2015 and ISO 27001:2022, and the Board pays close attention to risk, cybersecurity and the responsible, ethical adoption of AI across everything we build.

Technology alone does not build an institution; people do. It is a source of pride to the Board that NINtec is home to one of the deepest Claude engineering practices in the Asia-Pacific region, serving Fortune 500 enterprises across nine industries and fifteen countries. As we scale, the Board is equally committed to ensuring that innovation is matched by responsibility — in how we protect data, secure our clients and develop our people.

Looking ahead, the demand for trusted partners who can engineer AI transformation responsibly and at scale has never been greater. The Company is well positioned — financially, technologically and organizationally — to seize that opportunity, and the Board will continue to provide the oversight and strategic guidance to pursue it prudently.

I extend my heartfelt gratitude to our shareholders, for your steadfast confidence; to our clients, for their trust; to our regulators and partners, for their guidance; to my colleagues on the Board, for their wisdom and commitment; and to every member of the NINtec team, for their dedication. I look forward to the year ahead with confidence and optimism.

With warm regards,

Indrajeet Anath Mitra
Chairman

STATEMENT BY THE MANAGING DIRECTOR

We are living through the most significant shift our industry has seen in a generation. Artificial intelligence is no longer a feature to be added at the end of a project; it is fast becoming the operating core of how software is imagined, built, tested and run. Early in this cycle your Company made a deliberate choice — not to wrap intelligence around our existing services, but to rebuild our entire capability line around it. Today, Anthropic's Claude is embedded into **every phase of our development lifecycle**, and our AI-first engineering methodology has been adopted company-wide.

> ***"From chaos, to clarity — at the speed of thought."***

This conviction is reflected in our results. On a consolidated basis, revenue grew to **₹170 crore and net profit to ₹32 crore**, delivering earnings per share of **₹17.23**. Your Company sustained an operating margin of **26%** and a return on equity of **42%** — placing NINtec among the top decile of India's listed IT companies. Over the last five years, revenue and profit have compounded at approximately **80% and 89% respectively**, a trajectory very few companies of our size have matched.

Behind these numbers is a team of over **300 Claude-trained engineers** — one of the deepest Claude engineering practices in the Asia-Pacific region. We serve clients across **nine industries and fifteen countries**, and we are trusted by more than **thirty Fortune 500 enterprises**. Our quality and information-security systems are independently certified to **ISO 9001:2015 and ISO 27001:2022**, because at enterprise scale trust is earned in the discipline of how we build, not only in what we build.

Our six-phase AI Engineering Method now runs from AI-assisted discovery through autonomous testing and self-healing operations — compressing delivery timelines while raising quality. We continue to invest ahead of the curve, extending into cognitive AI and, at the frontier, into **quantum computing and post-quantum security**, so that your Company is positioned not merely for the technology of today, but for the one our clients will need next.

Growth means little without governance. As a Main Board–listed company (**NSE: NINSYS, BSE: 539843**), your Company remains committed to the highest standards of corporate governance, transparency and accountability. We hold ourselves to a simple standard — to be a company our shareholders, clients and colleagues can trust completely.

As we look ahead, the opportunity before us is substantial. Global enterprises are re-architecting themselves around AI and are seeking partners who can engineer that transformation responsibly and at scale. That is precisely the company we have built NINtec to be. We enter FY 2026-27 with a strong balance sheet, a differentiated methodology, a world-class client base and a culture that treats intelligence as the starting point of everything we make.

We began this journey to help enterprises move from complexity to clarity. With your continued support, we intend to keep doing exactly that — at the speed of thought.

With warm regards,

Niraj C. Gemawat
Managing Director

ABOUT THIS REPORT:

Summary:

NINtec Systems Limited's ("NSL", "Nintec"/ "the Company"), Annual Report provides a comprehensive overview of our Company's performance and process over past year. It includes the Statutory Reports, Director Report and Corporate Governance Report contains information about us, how we create value for our stakeholders and how we run our business. It includes our strategy, business model, market outlook and key performance indicators. The Report of Board of Directors and the Management Discussion and Analysis include details of our performance.

NINtec has rebuilt its capability line – application engineering, AI & Machine learning, cloud analytics, testing, cybersecurity, blockchain, IoT, process automation and cognitive AI with Anthropic Claude embedded at the engineering core. NINtec also has formalized AI-first engineered methodology and adopted Company-wide. The Company also integrated Anthropic Claude as its primary AI co-pilot.

Corporate Governance Report, part of the Report of Board of Directors, contains an analysis of steps taken in the area of Corporate Governance including information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Our Financial Statements and Notes to financials also form part of this report. The Annual Report, Statutory Audit Reports and Financial Statements have been duly approved by the Board of Directors.

Standards & Frameworks

The financial and statutory data presented in this Annual Report is in line with the requirements of the Companies Act, 2013 (and the rules made thereunder); Indian Accounting Standards; Listing Regulations; and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Assurance by Independent Auditor

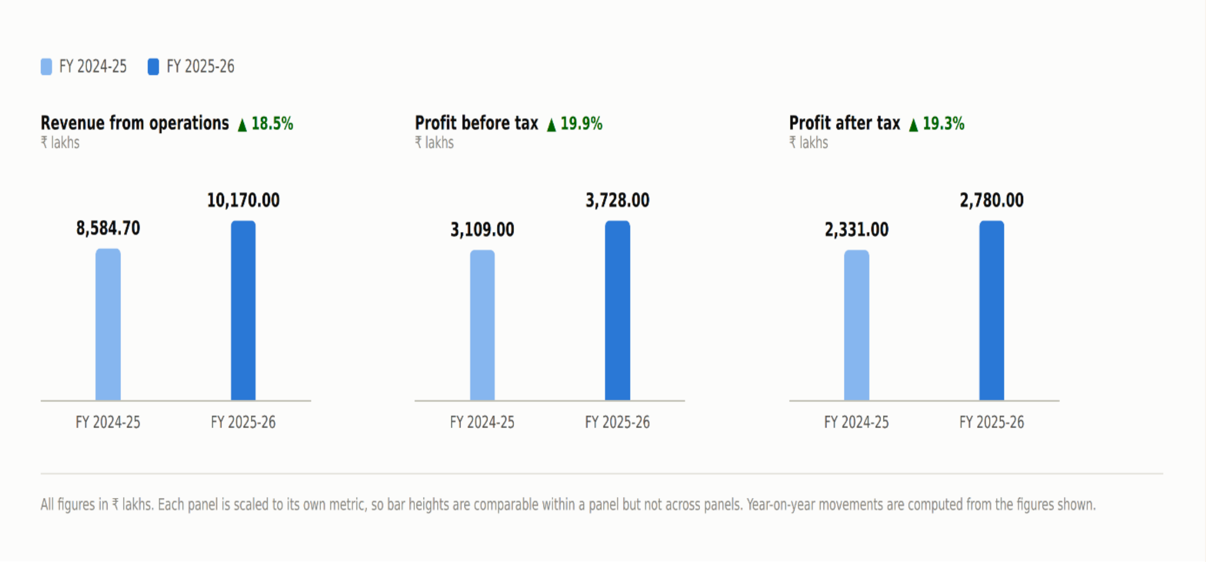
The enclosed Consolidated and Standalone Financial Statements of the Company have been audited by the Independent Statutory Auditors of the Company M/s. Samir M. Shah & Associates, Chartered Accountants.

Financial highlights

The Company delivered a strong financial performance in FY 2025-26 on a standalone basis, with broad-based growth across revenue and profitability and a sharp increase in earnings per share.

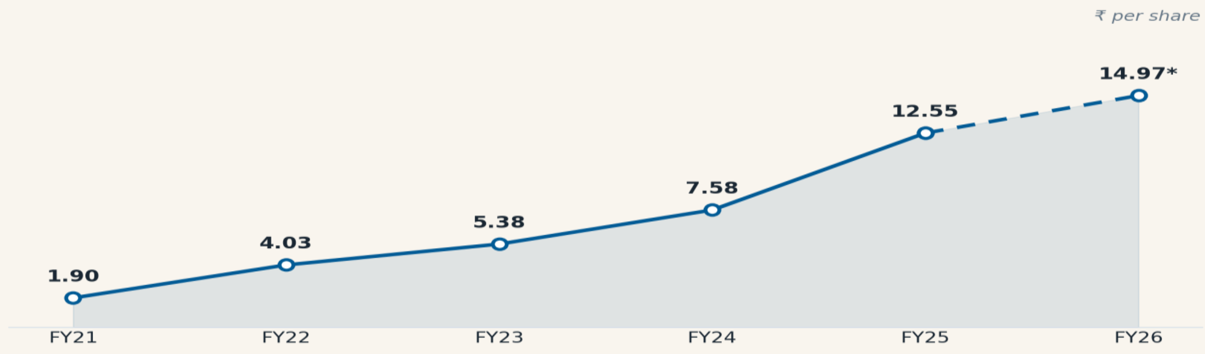
REVENUE FROM OPERATIONS	PROFIT BEFORE TAX	PROFIT AFTER TAX	EPS
₹ 10,170.00 lakhs	**₹ 3,728.00*** lakhs	**₹ 2,780.00** lakhs	**₹ 14.96***
FY 24-25: ₹8,584.70 lakhs	FY 24-25: ₹3,109 lakhs	FY 24-25: ₹ 2,331 lakhs	FY 24-25: ₹12.55 per share
▲ **18.5%** YoY	▲ **19.91%** YoY	▲ **19.24%** YoY	▲ **19.3%** YoY

Financial performance — FY 24-25 vs FY 25-26



Earnings Per Share

NSL has consistently grown its EPS from ₹1.90 in FY 2020-21 to ₹14.97* in FY 2025-26, reflecting the Company's growing earnings and its commitment to delivering long-term value to shareholders.



*FY 2025-26 EPS is indicative, pending the detailed standalone P&L.

OUR COMMITMENTS:

- **Engineering Excellence:** Building every solution AI-first from the ground up, not retrofitted, backed by rigorous quality and information security standards (ISO 9001:2015, ISO 27001:2022).
- **Client Success:** Delivering measurable value through faster discovery, intelligent architecture, autonomous testing, and predictive operations across every engagement.
- **Sustainable Growth:** Driving consistent, profitable growth for our shareholders while expanding our global footprint by serving in 15+ countries and 30+ industries.
- **People & Innovation:** Nurturing a team of 300+ Claude-trained engineers and staying at the frontier of emerging technologies — from cognitive AI to quantum computing — to future-proof our clients' businesses.
- **Integrity & Governance:** Upholding the highest standards of corporate governance, transparency, and accountability as a listed entity (NSE: NINSYS, BSE: 539843), building lasting trust with all our stakeholders.

PIONEERING EXCELLENCE ACROSS MULTIPLE FRONTS:

NINtec Systems' pursuit of excellence spans financial performance, technological innovation, operational quality, and global reach:

Technology & Innovation Excellence

The Company operates a flagship Claude AI Engineering Practice built around Anthropic's Claude, deployed across 10 service lines spanning AI & Machine Learning, Cloud Services, Cognitive AI, Business Analytics, Blockchain, IoT, and Cyber Security. NINtec is also advancing into next-frontier capabilities through its Quantum Horizon initiative, covering post-quantum cryptography, quantum machine learning, and quantum cloud computing on AWS Braket, Azure Quantum, and IBM Qiskit.

Operational & Quality Excellence

A proprietary six-phase AI Engineering Method — spanning AI Discovery, Neural Architecture, Intelligent Development, Autonomous Testing, AI-Powered Deployment, and Continuous Intelligence — enables the Company to achieve 90%+ test coverage from sprint one and automated rollback within 90 seconds of deployment issues. This is underpinned by ISO 9001:2015 and ISO 27001:2022 certifications, reflecting the Company's commitment to consistent quality and information security.

Global & Client Excellence

With operations across 15 countries and engagements with 30+ Fortune 500 clients across nine industries, NINtec has built deep, long-standing relationships with global enterprises including Michelin, Toshiba, Veolia, Scania, and Wolters Kluwer, reflecting sustained trust in its delivery capability and domain expertise.

Corporate Information

We Enable Business Growth with Innovative Technology Solution

CORPORATE INFORMATION

REGISTERED OFFICE

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

LISTING / STOCK EXCHANGES

BSE Limited — Scrip Code 539843
National Stock Exchange of India Limited — Symbol NINSYS

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
Registration No. INR000001385
A/802, Samudra Complex, Near Klassic Gold Hotel, Off C.G. Road, Ahmedabad – 380009, Gujarat.

AUDITORS

Statutory Auditor
M/s. Samir M. Shah & Associates, Chartered Accountants (FRN 122377W)

Secretarial Auditor
M/s. Tushar Vora & Associates, Practicing Company Secretary (FRN S1991GJ008000)

GST REGISTRATION

24AAFCN0137K1ZN

BANKERS

ICICI Bank Limited

Board of Directors and Key Managerial Personnel Details

We Enable Business Growth with Innovative Technology Solution

GOVERNANCE

Board of Directors

Niraj C. Gemawat
Managing Director

Indrajeet A. Mitra
Non-Executive Director
M C M

Rachana N. Gemawat
Non-Executive Director
M M M

Somilkumar R. Mathur
Independent Director
M M

Rahul R. Guhathakurta
Independent Director
C C C

Mehul G. Makkampara
Independent Director
M

Key Managerial Personnel

Mohit Soni
Chief Financial Officer

Disha Shah
Company Secretary & Compliance Officer

Board Committee Membership

(yellow)	Audit Committee	(blue)	Stakeholders' Relationship Committee
(green)	Nomination and Remuneration Committee	(orange)	Corporate Social responsibility Committee
C	Chairmanship of Committee	M	Membership of Committee

Board Composition

DIN	NAME OF DIRECTOR	DESIGNATION
00030749	Mr. Niraj Gemawat	Managing Director
00030788	Mr. Indrajeet Mitra	Non-Executive Non-Independent Director
02029832	Mrs. Rachana Gemawat	Non-Executive Non-Independent Director
11492675	Mr. Rahul Guhathakurta	Non-Executive Independent Director
11490241	Mr. Mehul Makkampara	Non-Executive Independent Director
07471863	Mr. Somilkumar Mathur	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL	DESIGNATION
Mr. Mohit Soni	Chief Financial Officer
Ms. Disha Shah	Company Secretary & Compliance Officer

Board Committees

AUDIT COMMITTEE	
Mr. Rahul Guhathakurta	**Chairman**
Mr. Somilkumar Mathur	**Member**
Mr. Indrajeet Mitra	**Member**

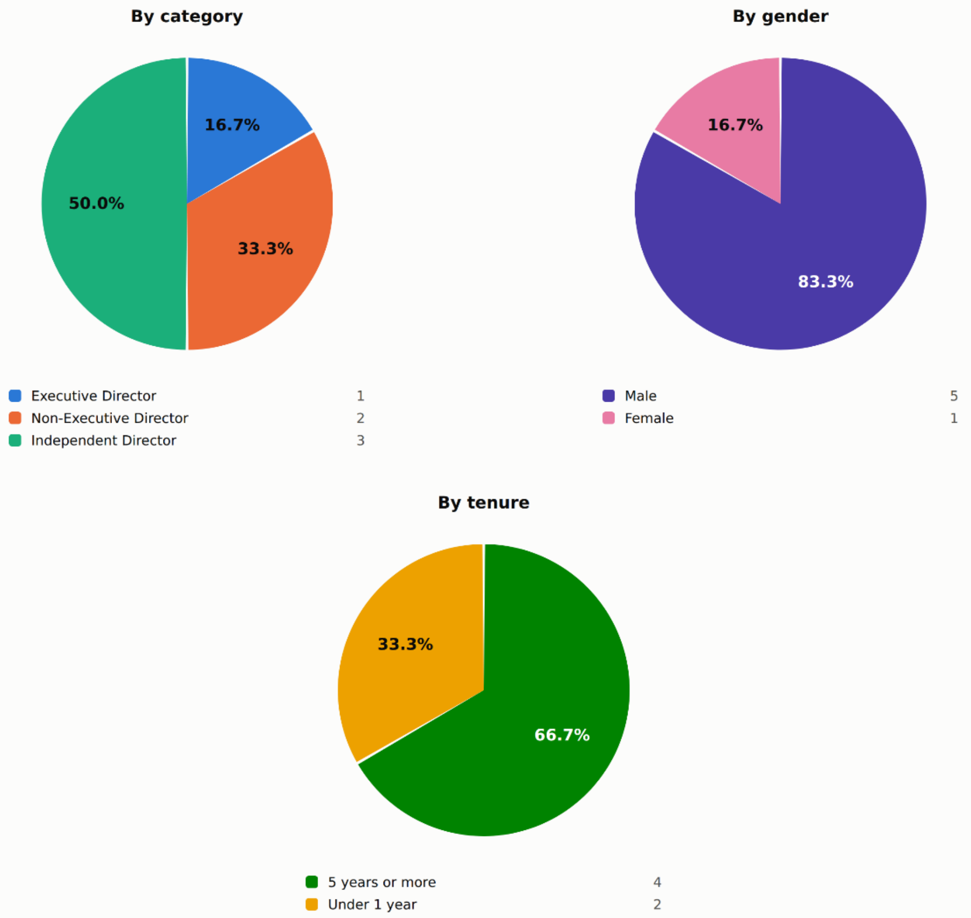
NOMINATION & REMUNERATION COMMITTEE	
Mr. Rahul Guhathakurta	**Chairman**
Mr. Somilkumar Mathur	**Member**
Mrs. Rachana Gemawat	**Member**

STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mr. Indrajeet Mitra	**Chairman**
Mrs. Rachana Gemawat	**Member**
Mr. Mehul Makkampara	**Member**

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	
Mr. Rahul Guhathakurta	Chairman
Mr. Indrajeet Mitra	Member
Mrs. Rachana Gemawat	Member

Board composition and diversity

NINtec Systems Limited — Board of Directors, 6 members



Notice of Annual General Meeting

We Enable Business Growth with Innovative Technology Solution

NINtec Systems Limited

A I - F I R S T   S O F T W A R E   E N G I N E E R I N G
CIN: L72900GJ2015PLC084063

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

Phone: +91 63597 70854; **Email:** investors@nintecsystems.com; **Website:** www.nintecsystems.com

NOTICE:

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting ("AGM") of **NINtec Systems Limited** ("NSL" and/or the "the Company") will be held on **Friday, 18th day of September, 2026 at 3:00 P.M. (IST)** through **Video Conferencing ("VC") / any Other Audio-Visual Means (OAVM),** to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of the Auditors thereon:**
   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of the Auditors thereon:**
   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

3. **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 the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Rachana Gemawat (DIN:

02029832), Director, who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To appoint M/s J. T. Shah & Co., Chartered Accountants (Firm Registration No. 109616W), as Statutory Auditors 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time and any other applicable law for the time being in force (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of Audit Committee and Board of Directors of the Company, **M/s J. T. Shah & Co.**, Chartered Accountants (Registration No. 109616W), be and is hereby appointed as the Statutory Auditor of the Company, to hold office for a term of five consecutive years, commencing from the conclusion of the 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company, to conduct the Statutory Audit of the Company for the financial year from 2026-27 to 2030-31, at a remuneration as set out in the Explanatory Statement annexed to the Notice of this Meeting.

   RESOLVED FURTHER THAT, the Board of Directors be and is hereby severally authorised to delegate all or any of the power to any officer(s)/ authorised representative(s) of the Company to do all acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Niraj Chhaganraj Gemawat as 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 Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Niraj Gemawat** (DIN: 00030749) be and is hereby re-appointed as the Managing Director of the Company for a period of 5 (five) years, with effect from 29th June, 2026 to 28th June, 2031, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice of this Meeting.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals, to alter, vary and modify the terms and conditions of the said appointment including remuneration, subject to terms as specified in the explanatory statement, and in compliance with the applicable provisions of the Act and other applicable laws.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 11th August, 2026
Registered Office:
B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
CIN: L72900GJ2015PLC084063
Tel: +91 79 40393909
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

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

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

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended time to time, and additional information pursuant to the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), as applicable, in respect of ordinary/ special business to be transacted at this Annual General Meeting ("AGM") is Annexed to this Notice.

2. In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with General Circular No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular No. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being Circulars No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs **("MCA")**, collectively referred to as "MCA Circulars" and the relevant circulars issued by SEBI from time to time, companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM"), without the physical presence of members at a common venue. Accordingly, the Annual General Meeting **("AGM")** of the Company is being held through Video Conferencing **("VC")**/Other Audio Visual Means **("OAVM")** without the physical presence of the Members at a common venue. The registered office of the company shall be deemed to be venue for the AGM.

3. Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. But, pursuant to Circular No. 14/2020 dated April 8, 2020 and subsequent circulars, issued by the Ministry of Corporate Affairs and since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and thus, the proxy form, attendance slip and route map are not annexed hereto. However, in pursuance of Section 113 of the Companies Act 2013 ('Act') and rules made thereunder, the Members who are body corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 11th AGM of the Company.

4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRIs, etc.), are encouraged to participate and vote in the AGM through VC/OAVM. The Corporate/Institutional Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through electronic voting mechanism provided by the Company. The Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a scanned copy of the Board resolution/authorization letter etc. to the Company authorizing its representative(s) to attend through VC/OAVM and vote on their behalf, pursuant to section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinizer at e-mail address at cstusharvora@gmail.com with a copy marked to evoting@nsdl.com.

   Alternatively, the Corporate Members/Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Authority Letter, etc., by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

   In case of joint holders, the Member whose name appears as the first holder in the order of name as per the Register of Members of the Company, as of the cut-off date i.e., **Friday, 11th September, 2026**, will be entitled to vote at the Meeting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include the Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members attending the AGM through VC/OAVM (including Members present through authorised representatives) shall be counted for the purpose of determining the quorum under Section 103 of the Companies Act, 2013.

   In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent ("RTA")/ Depository Participants ("DPs") / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Notice of the AGM along with the Annual Report for financial year 2025-26 is available on the following websites:
(a) Company - www.nintecsystems.com
(b) BSE Limited - www.bseindia.com
(c) National Stock Exchange of India Limited - www.nseindia.com and
(d) NSDL - www.evoting.nsdl.com

For receiving all communication from the Company electronically: Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

7. In case any Member is desirous of obtaining physical copy of the Annual Report for financial year 2025-26 and Notice of the AGM of the Company, may send a request to the Company at investors@nintecsystems.com mentioning their DP ID and Client ID/folio no.

8. SEBI has made available an Online Dispute Resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is available at smartodr.in/login. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/ 2026 dated February 6, 2026]

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents referred to in this Notice of AGM and explanatory statement will be available electronically for inspection by the members before as well as during the AGM. Members seeking to inspect such documents can send an email to investors@nintecsystems.com.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as

amended), and the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company is providing facility of remote e-Voting to its Members in respect of all the resolutions set forth in the notice of AGM. For this purpose, the Company has appointed National Securities Depository Limited ("NSDL") for providing the facility voting through electronic means, by members through remote e-Voting system as well as e-voting on the date of the AGM.

The remote e-voting period commences on **Tuesday, 15th September, 2026 at 9:00 A.M. (IST)** and ends on **Thursday, 17th September, 2026 at 5:00 P.M. (IST).** 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 cut-off date i.e. **Friday 11th September, 2026** may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 11th September, 2026.**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM. The Board of Directors has appointed **Mr. Tushar Vora, Practicing Company Secretary (FCS: 3459)** as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting during the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who will not be in the employment of the Company and shall make, within not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on **Tuesday, 15th September, 2026 at 9:00 A.M. (IST)** and ends on **Thursday, 17th September, 2026 at 5:00 P.M. (IST).** 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 cut-off date i.e. 11th September, 2026** 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 **11th September, 2026.** Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 and SEBI Master Circular No. HO/49/14/14(7) 2025-CFD-POD2/I/3762/2026 dated July 11, 2023 (last updated on January 30, 2026) 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.	1. 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 or joining virtual meeting & voting during the meeting. 2. 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**

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 

Type of shareholders	Login Method
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 use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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 e-voting 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

Type of shareholders	Login Method
	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 e-Voting and joining virtual meeting 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	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 user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 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 to the Members not to share the 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 Ms. 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 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 investors@nintecsystems.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. 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.
3. 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@nintecsystems.com. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@nintecsystems.com between 14th September, 2026 (9.00 a.m. IST) to 16th September, 2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.nintecsystems.com and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the Stock Exchanges where the shares of the Company are listed.

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

Item no. 4

Appointment of M/s J. T. Shah & Co. Chartered Accountants (Registration No. 109616W) as Statutory Auditors of the Company

The Members of the Company, at the 6th Annual General Meeting ("AGM"), had re-appointed M/s. Samir M. Shah & Associates, Chartered Accountants (Firm Registration No. 122377W), as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office until the conclusion of the 11th AGM. Accordingly, upon the conclusion of this AGM, M/s. Samir M. Shah & Associates have completed their second consecutive term as the Statutory Auditors of the Company.

The Board of Director of the Company at their meeting held on 10th August, 2026, based on recommendation of the Audit Committee, after evaluating and considering various factors such as independence, experience and efficiency etc., have approved the appointment of M/s. J. T. Shah & Co., Chartered Accountants, (Firm Registration No. 109616W), a Peer Reviewed Firm (Peer Review Certificate No. 19041), as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this 11th (Eleventh) Annual General Meeting till the conclusion of 16th (Sixteenth) Annual General Meeting of the Company, subject to the Shareholders approval at the ensuing AGM.

Further, in accordance with the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and Listing Regulations, M/s. J. T. Shah & Co., Chartered Accountants, has given their consent for appointment as the Statutory Auditor of the Company and the certificate that they satisfy the criteria provided in Section 141 of the Act. They have also confirmed compliance to the SEBI (Prohibition of Insider Trading) Regulations, 2015, thereby ensuring the Confidentiality of any unpublished price sensitive information.

Brief Profile:

M/s. J. T. Shah & Company (Firm Registration No. 109616W), is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India ("ICAI"). The firm is registered in Ahmedabad and possesses wide experience in the field of Statutory Audit, Internal Audit, Accounting Services, Direct and Indirect Taxation (including Income Tax and GST). With a team of more than 50 employees including Articled assistants, the firm is well-equipped to deliver comprehensive, high-quality professional services across diverse industries.

Proposed Fees:

The Board, on the recommendation of the Audit Committee, has approved a fee of INR 2.10 Lakhs per annum excluding applicable taxes and out of pocket expenses at actuals, if any, as may be incurred in connection with the audit for the financial year 2026-27. There is no material change in the remuneration proposed to be paid to M/s. J. T. Shah & Co. for the financial year 2026-27 and the remuneration paid to the outgoing auditors for the financial year 2025-26. The overall remuneration proposed to be paid for statutory audit services is commensurate to the scope of the audit to be carried out by the Statutory Auditors.

The fees for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, from time to time.

The Company may, from time to time, obtain certifications and other permissible non-audit services from the Auditor, in accordance with the provisions of Section 144 of the Act, and subject to the prior approval of the Audit Committee. The fees for such certifications and permissible non-audit services shall be determined and paid on mutually agreed terms.

None of the Directors and/or Key Managerial Personnel ("KMP") of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the Proposed Ordinary Resolution set out in Item No. 4 of this Notice.

The Board of Directors accordingly recommends the Ordinary Resolution as set at item No. 4 of the Notice for the approval of the members.

Item no. 5:

Re-appointment of Mr. Niraj Chhaganraj Gemawat as Managing Director of the Company

The Board of directors of the Company, at its meeting held on 26th June, 2026, based on the recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. Niraj Gemawat (DIN: 00030749) as Managing Director of the Company for a period of 5 years with effect from 29th June 2026, on the terms and conditions including the remuneration as stated in the explanatory statement, subject to approval of the Members at the ensuing Annual General Meeting.

Mr. Niraj Gemawat has been associated with the Company since 2015 and has played a pivotal role in the growth and development of the Company. Under his leadership the Company achieve significant growth.

The terms and conditions of re-appointment, including remuneration payable to Mr. Niraj Gemawat as the Managing Director are in accordance with the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read the applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Managing Director is entitled to remuneration of **INR 1.00 lakh per month**. He is also entitled to reimbursement of expenses actually incurred by him in connection with the business of the Company. He does not receive any sitting fees for attending meetings of the Board of Directors or any Committee thereof. Mr. Niraj Gemawat, Managing Director shall not be liable to retire by rotation.

Wherein any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Niraj Chhaganraj Gemawat, Managing Director remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

Copies of the Memorandum and Articles of Association of the company, draft agreement to be entered into between the Company and Mr. Niraj Gemawat, Managing Director duly approved by the Board of Directors, and all other relevant documents are open for inspection at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on any working day prior to the date of the Annual General Meeting.

Except Mr. Niraj Gemawat, being an appointee and Mrs. Rachana Gemawat, Non-Executive Director and his relatives, are interested in this resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution. The Board of Directors of the Company recommend the resolution set out in Item No. 5 for approval of the Members as an Ordinary Resolution.

Date: 11th August, 2026
Registered Office:
B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
CIN: L72900GJ2015PLC084063
Tel: +91 79 40393909
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

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

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

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 and Secretarial Standard – 2)

Particulars	Mrs. Rachana Gemawat	Mr. Niraj Gemawat
Director Identification Number (DIN)	02029832	00030749
Date of Birth and Age	16th September, 1976 (50 years)	5th August, 1973 (53 years)
Nationality	Indian	Indian
Date of First Appointment	15th February, 2016	4th August, 2015
Qualification	Executive Diploma in Marketing and Bachelor of Dental Surgery	Bachelors in Engineering (B.E.) and Post-Graduation in Business Administration (MBA)
Experience in specific functional areas	Mrs. Rachana Gemawat has an overall experience of more than 2 decades in the field of Operational and Financial Management	Mr. Niraj Gemawat has over 30 years of experience in the field of business development and management of finance functions.
Terms and Conditions of appointment/re- appointment	Mrs. Rachana Gemawat, Non-Executive Director of the Company, liable to retire by rotation	Re-appointed as Managing Director of the Company for a term of 5 Years commencing from 29th June, 2026 to 28th June, 2031, not liable to retire by rotation.
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Brief Resume, Experience and Nature of Expertise in Functional Areas	Mrs. Rachana Gemawat is associated with the Company since February, 2016. She completed her Bachelors in Dental Surgery from Pune University and holds Executive Diploma in Marketing from Nirma University, Ahmedabad. She has extensive experience in operational and financial management and is responsible for overseeing the administration and financial functions of the Company. Additionally, she looks after the management and execution of the	Mr. Niraj Gemawat is associated with the Company since 2015 and is responsible for business management, finance and internal control systems of the Company. He has an extensive experience of 30 years in business development and management of financial functions. He completed his Post graduation in Management (MBA) from Symbiosis Centre of Management and Human Resource, Pune and Bachelor in Engineering (B.E.) from Gujarat University.

Particulars	Mrs. Rachana Gemawat	Mr. Niraj Gemawat
	requirements arising from business opportunities.	He also served as a Cybercrime Advisory Board Member appointed by the Government of Gujarat Home Department from 2014 to 2019 bringing enterprise cyber security expertise directly into public service.
Remuneration proposed to be paid	Nil	₹ 1,00,000 per month
Details of last drawn remuneration (including sitting fees, if any)	₹ 8,000 Sitting fees	₹ 12,00,000 remuneration
No. of Shares held in the Company	25,73,417 Equity Shares as on 31st March, 2026	33,99,366 Equity Shares as on 31st March, 2026
Directorship/Committee Memberships held in other listed entities	Directorship in other listed entities: 1. TGIF Agribusiness Limited **Committee Membership:** TGIF Agribusiness Limited 1. Audit Committee 2. Stakeholder Relationship Committee	Directorship in other listed entities: 1. TGIF Agribusiness Limited **Committee Membership:** TGIF Agribusiness Limited 1. Audit Committee - Member 2. Stakeholder Relationship Committee – Chairman 3. Nomination and Remuneration Committee – Member
Disclosure of Relationships between Directors inter-se	Mrs. Rachana Gemawat is spouse of Mr. Niraj Gemawat, Managing Director. Except that, she is not related to any other Directors or Key Managerial Personnel of the Company.	Mr. Niraj Gemawat is spouse of Mrs. Rachana Gemawat, Non-executive Director of the Company. Except that, he is not related to any other Directors or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the financial year 2025-26	4 out of 5 Board meetings	4 out of 5 Board meetings

Date: 11th August, 2026
Registered Office:
B-11, Corporate House, S.G. Highway,
Bodakdev, Ahmedabad-380054, Gujarat
CIN: L72900GJ2015PLC084063
Tel: +91 79 40393909
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

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

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

Board's Report

We Enable Business Growth with Innovative Technology Solution

BOARD'S REPORT

The Board's Report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"/ "SEBI LODR") and the Companies Act, 2013 ("the Act"), which forms part of the Annual Report for the year ended 31st March, 2026.

Dear Members,

The Board of Directors present the Company's 11th (Eleventh) Annual Report and the Company's audited financial statements for the financial year ended 31st March, 2026.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

The key highlights of the Consolidated and Standalone Financial Results of the Company for the financial year ended 31st March, 2026, are summarised below:

(₹ in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	Financial Year 2026	Financial Year 2025	Financial Year 2026	Financial Year 2025
Revenue from Operations	10,169.56	8,584.70	17,016.78	13,980.42
Other Income	196.72	445.58	196.72	445.58
Total Income	**10,366.29**	**9030.28**	**17,213.50**	**14,426.00**
Finance Cost	31.42	26.85	32.46	30.07
Depreciation & Amortization	251.80	206.52	251.80	206.52
Total Expenses	**6,638.19**	**5,921.12**	**12,932.37**	**10,926.90**
PROFIT BEFORE TAX	**3,728.10**	**3,109.16**	**4,281.12**	**3,499.10**
Total Tax Expense	948.21	777.82	1,079.96	866.90
PROFIT AFTER TAX	**2,779.89**	**2,331.34**	**3,201.16**	**2,632.20**
Earnings per share (Basic)	14.96	12.55	17.23	14.17
Earnings per share (Diluted)	14.96	12.55	17.23	14.17

Note: The above figures are extracted from the audited standalone and consolidated financial statements of the Company prepared in accordance with the Indian Accounting Standards ("Ind AS").

2. COMPANY'S PERFORMANCE AND STATE OF AFFAIRS

The revenue from operations, on standalone basis, for the financial year under review is ₹ 10,169.56 lakhs as against ₹ 8,584.70 lakhs for the previous financial year registering an increase of 18.46%. The Profit before tax (PBT) is ₹ 3,728.10 lakhs for the financial year under review as against ₹ 3,109.16

lakhs for the previous financial year. The profit after tax (PAT) is ₹ 2,779.89 lakhs for the financial year under review as against ₹ 2,331.34 lakhs for the previous financial year, registering an increase of 19.24%.

The revenue from operations, on consolidated basis, for the financial year under review is ₹ 17,016.78 lakhs as against ₹ 13,980.42 lakhs for the previous financial year registering an increase of 21.72%. The Profit before tax (PBT) is ₹ 4,281.12 lakhs for the financial year under review as against ₹ 3,499.10 lakhs for the previous financial year. The profit after tax (PAT) is ₹ 3,201.16 lakhs for the financial year under review as against ₹ 2,632.20 lakhs for the previous financial year, registering an increase of 21.62%.

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the historical cost convention on the accrual basis. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is adopted or a revision to an existing accounting standard requires a change in the accounting policy in use.

Cash and Cash Equivalents as at March 31, 2026 were ₹ 3,394 lakhs on Standalone basis. The Company continues to focus on its working capital, receivables and other parameters.

There have been no material changes and commitments, affecting the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

3. CHANGE IN NATURE OF BUSINESS

The Company did not undergo any change in the nature of its business during F.Y. 2025-2026.

4. CHANGE IN LOGO OF THE COMPANY

The Company adopted a new corporate logo as part of its brand identity enhancement initiative. The new logo reflects the Company's evolving vision, values, and strategic direction while reinforcing its commitment to innovation, growth, and excellence.

The change in the corporate logo is intended to strengthen the Company's brand image and enhance its recognition among customers, investors, business partners, and other stakeholders. The change is limited to the Company's visual identity and does not affect the legal status, constitution, name, business operations, rights, obligations, or any contractual arrangements of the Company.

5. DIVIDEND

With a view to strengthening the Company's financial position and ensuring the availability of adequate resources for its ongoing operations, growth plans, and future opportunities, the Board of Directors has not recommended any dividend for the financial year 2025-26.

The Board believes that retaining the profits within the business will strengthen the Company's financial position, enhance its ability to pursue growth opportunities and create sustainable value for all stakeholders in the long term.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since no dividend has been declared or paid by the Company, there is no amount of unpaid or unclaimed dividend required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 125 of the Companies Act, 2013.

7. TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for F.Y. 2025-26, after all the appropriation and adjustments was ₹ 6,634.69 lakhs on Standalone basis and ₹ 7,501.09 lakhs on Consolidated basis.

8. SHARE CAPITAL

AUTHORISED SHARE CAPITAL

The Authorised Share Capital of the Company as on 31st March, 2026 is ₹ 20,00,00,000 consisting of 2,00,00,000 equity shares of ₹ 10/- each. There is no change in authorised capital of the Company during the Financial Year.

ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL

The Paid-up Share Capital of the Company as on 31st March, 2026 is ₹ 18,57,60,000 consisting of 1,85,76,000 Equity Shares of ₹ 10/- each. During the Financial Year under review, there is no further issued of the capital.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant or material orders passed by any Regulators, Courts or Tribunals which impact the going concern status of the Company or are likely to adversely affect its operations in future.

10. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The details in respect of internal financial controls and their adequacy are included in the Management Discussion and Analysis, which forms part of this report.

11. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

No material changes and commitments have occurred subsequent to the close of the financial year till the date of this Report which may affect the financial position of the Company.

However, subsequent to the close of the financial year, the Board of Directors, upon review and recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Niraj Gemawat as the Managing Director of the Company for the further period of five (5) years with effect from 29th June, 2026 subject to approval of shareholders of the Company. The said re-appointment does not constitute a material change or commitment affecting the financial position of the Company.

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy on Director's appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Companies Act, 2013 is available on Company's website at www.nintecsystems.com.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules,2014 is furnished as **Annexure A** which forms a part of this report.

14. SECRETARIAL STANDARDS

The Company has complied with Board of Directors (SS-1) and General Meeting (SS-2), as amended from time to time, issued by the Council of the Institute of Company Secretaries of India (ICSI) and approved by the Central Government.

15. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The risk management process is followed by the Company to ensure timely identification, categorization and prioritization of operational, financial and strategic business risks. Teams are authorized for managing such risks and updating it to the senior management. The Board and Audit Committee review the risk assessment in the Company on regular basis. The Risk Management Policy is available on the website of the Company at www.nintecsystems.com.

16. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS HAS BEEN MADE

The Board adopted a formal mechanism for evaluating its performance as well as that of its committees and individual Directors, including the Chairman of the Board. The performance of the board was evaluated by the Independent Directors after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance evaluation of the Independent Directors was carried out by the Nomination and Remuneration Committee and was noted by the Board. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

17. LISTING WITH STOCK EXCHANGE

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not granted any loans or provided any guarantees covered under the provisions of Section 186 of the Companies Act, 2013, Accordingly, the disclosure requirements relating thereto are not applicable. However, the details of the Investments made by the Company are disclosed in the notes forming part of the Financial Statements.

19. STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

On March 31, 2026, the Company has 1 Wholly Owned Subsidiary (“WOS”) and there has been no material change in the nature of the business of the subsidiaries. There are no associates or joint venture Companies within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”).

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of Financial Statements of the Company’s Subsidiaries in Form No. AOC -1 is attached as **Annexure B** which forms part of this report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate financial statements in respect of subsidiaries, are available on the Company’s website at www.nintecsystems.com/investors.

Companies that have become Subsidiaries, Joint Ventures or Associates during the year under review:

There were no companies that became subsidiaries, joint ventures, or associates during the year under review.

Companies that have ceased to be Subsidiaries, Joint Ventures, or Associates during the year under review:

There were no companies that ceased to be subsidiaries, joint ventures, or associates during the year under review.

Unlisted Material Subsidiaries

During the year under review, the Company has 1 unlisted material subsidiaries incorporated outside India i.e. Nintec Systems B.V.

The Company had adopted a Policy for determining Material Subsidiaries in line with the requirements of the SEBI Listing Regulations and the same can be accessed on the Company's website at www.nintecsystems.com.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

During the year under review, the Company has not entered into any material transactions with Related Parties (except with its Subsidiaries, which are exempt for the purpose of Section 188(1) of the Act). With reference to Section 134 (3) (h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the Financial Year, were in the ordinary course of business and on an arm's length basis.

All transactions with Related Parties are placed before the Audit Committee for its approval. Omnibus approvals are given by the Audit Committee on yearly basis for the transactions, which are anticipated and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on quarterly basis, specifying the nature, value and terms and conditions of the transactions.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for financial year 2025-26 and hence, does not form part of this Report

The Policy on Related Party Transactions is available on the website of the Company at www.nintecsystems.com.

21. POLICIES

A. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for employees, Directors and stakeholders in conformation with the provisions of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behaviour and to ensure strict compliance with ethical and legal standards across the Company. This Policy is available on the Company's website at www.nintecsystems.com.

B. POLICY FOR PROTECTION OF WOMEN AGAINST SEXUAL HARASSMENT AT WORKPLACE

The Company has adopted a zero-tolerance approach for sexual harassment at workplace and has formulated a policy on the prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, for prevention and redressal of complaints of Sexual harassment at the workplace. Your Company has complied with provisions relating to the constitution of the Internal Complaints Committee ('ICC') under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2024-25, the Company has not received any complaints on sexual harassment. This policy has been uploaded on the website of the Company at www.nintecsystems.com.

Further, Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

a.	Number of complaints received during the Financial Year	0
b.	Number of complaints disposed of during the Financial Year	0
c.	Number of cases pending for a period exceeding ninety days	0

Maternity Benefit Act, 1961

The Company complies with the provisions of Maternity Benefit Act, 1961

C. POLICY FOR PREVENTION OF INSIDER TRADING

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") of the

Company. The Code of Fair Disclosure is available on the website of the Company at www.nintecsystems.com.

Further pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place the code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and regulate, monitor and report to be made while dealing with the shares of the Company. The Company Secretary has been appointed as Compliance Officer and is responsible for monitoring adherence to the Code. The policy for Prohibition of Insider Trading has been uploaded on the website of the Company at www.nintecsystems.com.

D. POLICY FOR CORPORATE SOCIAL RESPONSIBILITY (CSR)

NSL's CSR initiatives and activities are aligned with the requirements of Section 135 of the Companies Act, 2013.

A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure C** enclosed with this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. This Policy is available on the Company's website at www.nintecsystems.com.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. BOARD OF DIRECTORS

The Board of Directors provides strategic direction and leadership to the Company and is responsible for overseeing its management and affairs. The Board comprises individuals with extensive experience, diverse expertise, and proven leadership capabilities across various fields relevant to the Company's business.

The Directors bring a balanced mix of industry knowledge, financial expertise and governance experience, enabling informed and effective decision-making. The Board functions in accordance with the principles of transparency, accountability, and good corporate governance, ensuring sustainable value creation for all stakeholders.

Composition:

As on March 31, 2026, the Board comprised of six Directors with three Non-Executive Independent Directors, one Executive Director and two Non-Executive and Non-Independent Directors including one Women Director. The Chairman of the Board, is Non-Executive and Non-Independent Director.

The details of the constitution / composition of the Board and of the Committees, the terms of reference etc., are given in the Corporate Governance Report which forms part of the Annual Report.

The Company has constituted various committees with the majority of Directors being Independent.

In line with the requirements of the SEBI Listing Regulations, the Board identifies the key skills, expertise and competencies required for effective oversight of the Company's business. Additionally, the details of the core skills and competencies of all the Directors are set out in the Corporate Governance Report, which forms part of this Annual Report.

The Board is of the opinion that all the Directors, including the Director re-appointed during the financial year under review, possess the requisite qualifications, experience and expertise and uphold high standards of integrity.

Appointment/ Re-appointment/ Resignation of Directors during FY 2025-26

Re-appointment during FY 2025-26

Mr. Indrajeet Mitra (DIN: 00030788), Non-Executive, Non-Independent Director of the Company, who retired by rotation in terms of Section 152(6) of the Act, were re-appointed by the Members at the 10th Annual General Meeting of the Company held on 26th September, 2025.

Resignation during FY 2025-26

Mr. Vishal Shah (DIN: 01681950) and Mr. Hursh Jani (DIN:01356764), Non-Executive Independent Directors of the Company, ceased to hold office as Directors of the Company with effect from the closing of business hours on 12th February, 2026. Further they confirmed that there were no material reasons for their resignation other than those mentioned in their respective resignation letters.

Appointment during FY 2025-26

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Mehul Ganpatbhai Makkampara (DIN: 11490241) and Mr. Rahul Ratankumar Guhathakurta (DIN: 11492675), as Additional Directors (Non-executive, Independent Director) of the Company, with effect from 1st February, 2026 subject to approval of the Shareholders.

Subsequently, the Shareholders of the Company approved their appointment as Non-Executive Independent Director for a term of five consecutive years by way of a special resolution passed through postal ballot on 19th March, 2026.

The following changes took place in the composition of the Board, after the closure of the financial year:

The Board of Directors at the meeting held on 26th June, 2026, re-appointed Mr. Niraj Gemawat, as the Managing Director of the Company, for the period of five (5) years from 29th June, 2026 to 28th June, 2031, subject to approval of the Shareholders at the ensuing Annual General Meeting.

Re-appointment of Director Retiring by Rotation:

In pursuant to the provisions Section 152 of the Companies Act, 2013 and Article of Association of the Company, Mrs. Rachana Gemawat (DIN: 02029832), Non-Executive Non-Independent Director of the Company, retires by rotation at the ensuring Annual General Meeting of the Company and being eligible, seeks re-appointment in terms of the provisions of the Companies Act, 2013.

Independent Directors and Declaration of Independence:

As on 31st March, 2026 Mr. Somilkumar Mathur, Mr. Mehul Makkampara and Mr. Rahul Guhathakurta were independent Directors of the Company.

All Independent directors have submitted declarations confirming that they meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013, read with the relevant rules, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company did not have any pecuniary relationship or transactions with any of its Independent Directors, other than payment of sitting fees.

KEY MANAGERIAL PERSONNEL (“KMP”)

There is no change in the Key Managerial Personnel (“KMP”) during the year under review. Further, the following are the KMPs of the Company as on 31st March, 2026:

a. Mr. Niraj Gemawat, Managing Director
b. Mr. Mohit Soni, Chief Financial Officer
c. Ms. Disha Shah, Company Secretary and Compliance Officer

B. MEETINGS OF THE BOARD OF DIRECTORS

A Calendar of Board Meetings is prepared and circulated well in advance to the Directors.

During the financial year under review, five Board Meetings were held on May 28, 2025, August 12, 2025, November 12, 2025, January 28, 2026 and February 12, 2026. The maximum interval between any two Board meetings did not exceed 120 days in compliance with the Companies Act, 2013 and SEBI Listing Regulations.

Details on the Company's Board processes and meetings held during the financial year under review including attendance of the Directors thereat, is provided in Corporate Governance Report that forms part of this Annual Report.

C. COMMITTEES OF THE BOARD OF DIRECTORS

In compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the board has constituted various statutory and other Committees of the Board, comprising members of the Board. The Committees of the Board meet at such intervals as may be required to effectively discharge their respective terms of reference, duties, roles and responsibilities as approved by the Board and mandated under applicable law.

During the financial year under review, the composition of the Committees of the Board was updated consequently upon changes in the composition of the Board of Directors. Such reconstitution was carried out in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ensuring continued compliance with the prescribed requirements relating to composition, quorum, independence and other governance norms.

The Company presently has the following Committees of the Board, namely:

I. **Audit Committee -** The Company has a qualified and Independent Audit Committee which acts as a link between the Internal Auditor, Statutory Auditor, and the Board of Directors. The terms of reference of the Audit Committee cover the matters specified for Audit Committee in the SEBI (Listing Obligations and Disclosure requirement) Regulation, 2015 and Section 177 of the Companies Act, 2013.

   During the year review, the Audit Committee was re-constituted upon change in the Directors of the Company

As on 31st March, 2026 the Audit Committee comprises of the following members-

- Mr. Rahul Guhathakurta Chairman
- Mr. Indrajeet Mitra Member
- Mr. Somil Kumar Mathur Member

During the year under review, 4 (Four) Audit Committee meetings were held. Ms. Disha Shah, Company Secretary & Compliance Officer acted as the Secretary of the Committee.

II. **Stakeholders Relationship Committee-** Stakeholders Relationship Committee is constituted according to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirement) Regulation, 2015. The Committee ensures cordial investor relations and oversees the mechanism for redressal of investor grievances. The Committee specifically looks into redressing shareholders and investor complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of dividend and other allied complaints.

As on 31st March, 2026, the Stakeholders Relationship Committee comprises of the following members:

- Mr. Indrajeet Mitra Chairman
- Mr. Mehul Makkampara Member
- Mrs. Rachana Gemawat Member

1 (One) meeting was held for the Committee during the year. Ms. Disha Shah, Company Secretary & Compliance Officer acted as the Secretary of the Committee.

III. **Nomination and Remuneration Committee-** As on 31st March, 2026, the Nomination and Remuneration Committee comprises of the following members-

- Mr. Rahul Guhathakurta Chairman
- Mr. Somil Kumar Mathur Member
- Mrs. Rachana Gemawat Member

During the year, 2 (Two) Nomination and Remuneration Committee meetings were held.

IV. **Corporate Social Responsibility Committee ("CSR")-** Pursuant to section 135(9) of the Companies Act, 2013 ("the Act"), where the amount to be spent by a Company does not exceed fifty lakh rupees, the functions of the CSR activities shall be discharged by the Board of Directors of such Company.

However, as on financial year ended 31st March, 2026, the amount required to be spent on CSR activities exceeded the threshold prescribed under Section 135(9) of the Companies Act, 2013. Accordingly, the Board of Directors, at its meeting held on 26th June, 2026, constituted the Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder with the following members:

- Mr. Rahul Guhathakurta — Chairman
- Mr. Indrajeet Mitra — Member
- Mrs. Rachana Gemawat — Member

D. DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2025-26.

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

(b) such accounting policies have been selected and applied consistently, and judgements and estimates are made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2026 and of the profit of the Company for that period;

(c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the annual accounts are prepared on a going concern basis;

(e) the internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure D** which forms a part of this report.

23. HUMAN RESOURCE MANAGEMENT

At NINtec Systems Limited, we believe that human resources are precious assets of the Company. The motto during the year has been to enhance the morale and capabilities of the employees. We strongly believe in favourable work environment that encourages innovation and creativity. Your Company has established an organization structure that is agile and focused on delivering business results, stimulating performance culture and motivating employees to develop themselves personally and professionally.

24. AUDITORS & AUDIT REPORTS

AUDIT REPORT:

The Statutory Auditors have issued unmodified opinion on the financial statements of the Company for the year ended 31 March 2026.

- The Statutory Auditor's Report for Financial Year ended 31st March, 2026, does not contain any qualification, reservation, adverse remark, or disclaimer. The Board further confirms that the Statutory Auditor has not reported any instance of fraud to the Audit & Compliance Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013 during the financial year under review.
- The Secretarial Audit Report for the Financial Year ended 31st March, 2026, does not contain any qualification, reservation, adverse remark or disclaimer.

AUDITORS:

Completion of Tenure:

M/s. Samir M. Shah & Associates, Chartered Accountants had been re-appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting to hold office for a period of five (5) years till the conclusion of 11th Annual General Meeting, to be held in the 2026. They had confirmed that they are not disqualified from being re-appointed as Statutory Auditors of the Company.

Appointment of New Statutory Auditor:

On the recommendation of the Audit Committee, the Board of Directors have proposed the appointment of M/s J. T. Shah & Company, Chartered Accountant (FRN 109616W) as Statutory Auditors of the Company, in place of the retiring auditors. Accordingly, it is proposed to appoint M/s J. T. Shah & Company, Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of the 11th Annual General Meeting for a term of five consecutive years, i.e., until the conclusion of the 16th Annual General Meeting, subject to approval of shareholders at the ensuing Annual General Meeting.

An Ordinary Resolution proposing the appointment of M/s. J. T. Shah & Company, Chartered Accountants, as Statutory Auditor of the Company pursuant to Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, forms part of the Notice of the 11th Annual General Meeting.

The Company has received from M/s. J. T. Shah & Company, Chartered Accountants:

- a written consent to the proposed appointment in accordance with Section 139(1) of the Companies Act, 2013; and
- a certificate confirming that the firm satisfies the criteria of eligibility prescribed under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules framed thereunder.

Brief Profile:

M/s. J. T. Shah & Company, Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The firm is registered in Ahmedabad and provides statutory audit, assurance, tax, and advisory services to a large number of leading listed companies across diverse sectors in India. The firm brings with it deep sector expertise, a technology-driven audit methodology, and a strong commitment to audit quality and independence, and the Board is confident that its appointment will further strengthen the audit governance framework of the Company.

A brief profile of M/s. J. T. Shah & Company, Chartered Accountants, is given under the AGM Notice to the shareholders.

INTERNAL AUDITOR:

As per provisions of Section 138 of the Companies Act, 2013 read with the applicable rules, every Listed Company is required to appoint an Internal Auditor to conduct internal audit of the functions and activities of the company. The Board of Directors, based on the recommendation of the Audit Committee, had appointed Ms. Zalak Chokshi as an Internal Auditor of the Company for the FY 2025-26.

SECRETARIAL AUDITORS:

As per Section 204 of the Companies Act, 2013, every listed Company is required to conduct a Secretarial Audit and attach a Secretarial Audit Report to its Board's Report, issued by a Company Secretary in practice, in the prescribed format.

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of the Audit Committee and the Board of Directors, Members of the Company at the Annual General Meeting held on 26th September, 2025, approved the appointment of M/s. Tushar Vora & Associates, as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from financial year 2025-26.

The Secretarial Audit Report issued by the Secretarial Auditor for FY 2025-26 is annexed as **Annexure E**.

Cost Records and Cost Auditors

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The Statutory Auditors and Secretarial Auditors have not raised any qualifications, reservations or remarks in their respective Audit Report for the financial year ended 31st March 2026. The specific notes forming part of the accounts referred to in the Auditor's Report are self-explanatory.

26. PUBLIC DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

27. SHARES

BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

BONUS SHARES:

The Company has not issued any Bonus Shares during the year under review.

EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

RIGHTS ISSUE:

The Company has not issued any Rights Issue Shares during the year under review.

28. CORPORATE GOVERNANCE

In line with the Company's commitment to good Corporate Governance Practices, your Company has complied with all the mandatory provisions as prescribed in SEBI (Listing Obligations and Disclosure requirement) Regulation, 2015 and other applicable provisions.

A separate Report on Corporate Governance and Practicing Company Secretary's Report thereon is included as a part of the Annual Report.

29. LITIGATIONS

There were no litigations outstanding as on March 31, 2026.

30. NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR

During the year under review, no cases of child labour, forced labour, involuntary labour and discriminatory employment were reported.

31. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website at www.nintecsystems.com.

32. MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

The Management Discussion and Analysis Report for the year under review, as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented as a separate section as **Annexure G**, which forms part of this Annual Report.

33. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has in place a structured induction and Familiarization Programme for the Independent Directors of the Company. Your Company through such programmers familiarizes the Independent Directors with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

34. FRAUD REPORTING

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

35. CAUTIONARY STATEMENT

Statements in the Board's Report describing the company's objective, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement.

36. GENERAL DISCLOSURES:

The Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events related to these items during the financial year 2025-26:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Any application or any proceeding made or pending under the Insolvency and Bankruptcy Code, 2016
- There was no one-time settlement done by the Company and hence the provision of details of difference in valuation arising between such one-time settlement and the loan taken from the Banks does not arise.
- Voting rights which are not directly exercised by the employees in respect of equity shares in accordance of any Scheme.
- Revision made in Financial Statements or the Director's Report of the Company

ACKNOWLEDGEMENT

The Directors would like to express their sincere gratitude to all employees for their significant contribution, assistance and co-operation received from the Banks, employees, various government authorities, customers, vendors and shareholders during the year.

For and on behalf of the Board
For, **Nintec Systems Limited**

Date: 11th August, 2026
Place: Ahmedabad
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

Sd/-
Niraj Gemawat
Managing Director
DIN: 00030749

Sd/-
Indrajeet Mitra
Director
DIN: 00030788

Annexures to Board Report

We Enable Business Growth with Innovative Technology Solution

ANNEXURE A

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

Your Company's operations are not energy intensive and involve low energy consumption. However, adequate measures have been taken to conserve energy wherever possible. The Company has also taken effective steps at every stage to reduce consumption of electricity. The efforts to conserve and optimize the use of energy through improved operational method and other means will continue.

B. TECHNOLOGY ABSORPTION:

The Company is aggressively moving towards establishing a paperless corporate environment and strives to utilize the latest technologies for achieving this goal. The management is regularly involved in implementing newer means of storage towards reduction of waste through use of technology. Presently, the Company have not incurred any expense on Research & Development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earnings and outgo during the financial year ended 31st March, 2026 is as follows:

(Amount in Lakhs)

Sr. No.	Particulars	As on 31st March, 2026	As on 31st March, 2025
1.	Total Foreign Exchange outgo	207.76	133.85
2.	Total Foreign Exchange earned	9587.78	7995.92

For and on behalf of the Board
For, **Nintec Systems Limited**

Date: 11th August, 2026
Place: Ahmedabad
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

Sd/-	Sd/-
Niraj Gemawat	**Indrajeet Mitra**
Managing Director	Director
DIN: 00030749	DIN: 00030788

Annexure B

Form AOC- 1

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

[Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2O14]

Part A Subsidiaries (Amounts in Lakhs)

Particulars	1
Name of the subsidiary	**Nintec Systems B.V.**
The date since when subsidiary was acquired	23-Nov-2023
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	April 2025 to March 26
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	EUR & 109.0064
Share capital	9.17500
Reserves and surplus	866.40362
Total assets	3926.68229
Total Liabilities	3803.04664
Investments	-
Turnover	6847.21216
Profit before taxation	553.02459
Provision for taxation	131.75038
Profit after taxation	421.27421
Proposed Dividend	-
Extent of shareholding (in percentage)	100%

Notes:

1. Names of subsidiaries which are yet to commence operations – N.A.
2. Names of subsidiaries which have been liquidated or sold during the year. – N.A.

nintec systems limited
A Gateway Group Company

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	
1. Latest audited Balance Sheet Date	N.A.
2. Date on which the Associate or Joint Venture was associated or acquired	N.A.
3. Shares of Associate or Joint Ventures held by the company on the year end No. Amount of Investment in Associates or Joint Venture Extent of Holding (in percentage)	N.A.
4. Description of how there is significant influence	N.A.
5. Reason why the associate/Joint venture ls not consolidated.	N.A.
6. Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.
7. Profit or Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	N.A.

1. Names of associates or joint ventures which are yet to commence operations – N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year – N.A.

For and on behalf of the Board
For, **Nintec Systems Limited**

Date: 11th August, 2026
Place: Ahmedabad
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

Sd/-
Niraj Gemawat
Managing Director
DIN: 00030749

Sd/-
Indrajeet Mitra
Director
DIN: 00030788


અતીતના
આશીર્વાદ
સેવા ટ્રસ્ટ
કાર્યાલય


ગાંધી લેપ્રેસી સેવા સંઘ
safari


nintec
World Leprosy Day


nintec
systems limited
Blood Donation Camp
Your small act can create a big impact
for someone in need.

nintec systems limited
A Gateway Group Company

Annexure C

ANNUAL REPORT ON CSR

1. **Brief outline on CSR Policy of the Company:**

   Nintec CSR activities are designed to serve societal, and local goals in the location where we operate. Create a significant and sustained impact on communities affected by our businesses. Provide opportunities for NSL Employees to contribute to these efforts through volunteering. Pursuant to Section 135 of the Companies Act, 2013 and the CSR Rules issued thereunder, the Company has formulated and adopted a CSR Policy and the same is available on the Company's Website at www.nintecsystems.com.

2. **Composition of CSR Committee:**

   Formation of the CSR Committee was not applicable as on 31st March, 2026. However, the same was constituted by the Company on 26th June, 2026 and the composition is as under:

Sr. No.	Name of Director	Designation	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Rahul Guhathakurta	Chairperson	Non-Executive Independent Director	NA*	NA*
2	Mr. Indrajeet Mitra	Member	Non-Executive Non-Independent Director	NA*	NA*
3	Mrs. Rachana Gemawat	Member	Non-Executive Non-Independent Director	NA*	NA*

* Committee Constituted as on 26th June, 2026 i.e. after the end of the financial year

3. **Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:** www.nintecsystems.com

4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135: **INR 1866.82 Lakhs**

   (b) Two percent of average net profit of the Company as per sub-section (5) of section 135 – **INR 37.34 Lakhs**

(c) Surplus arising out of the CSR Projects or program or activities of the previous financial years - **NIL**

(d) Amount required to be set-off for the financial year, if any. – **NIL**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. – **INR 37.34 Lakhs**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – **INR 37.38 Lakhs**

(b) Amount spent in administrative overheads - **NIL**

(c) Amount spent on Impact Assessment, if applicable: **N.A.**

(d) Total amount spent for the Financial Year [(a) + (b) + (c)]. – **INR 37.38 Lakhs**

(e) CSR amount spent or unspent for the Financial Year

<table>
<tr><td rowspan="3">Total Amount Spent for the Financial Year. (in Lakhs)</td><td colspan="5">Amount Unspent (in Rs.)</td></tr>
<tr><td colspan="2">Total Amount transferred to Unspent CSR Account as per sub section (6) of section 135</td><td colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.</td></tr>
<tr><td>Amount</td><td>Date of transfer</td><td>Name of the Fund</td><td>Amount</td><td>Date of transfer</td></tr>
<tr><td>37.38</td><td>NIL</td><td>-</td><td>-</td><td>NIL</td><td>-</td></tr>
</table>

(f) Excess amount for set-off, if any:

Sr. No.	**Particular**	**Amount (in Lakhs)**
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	**37.34**
(ii)	Total amount spent for the Financial Year	37.38
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.04
(iv)	Surplus arising out of the CSR projects or program or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.12

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: - NIL

<table>
<tr><td rowspan="2">Sr. No.</td><td rowspan="2">Preceding Financial Year(s)</td><td rowspan="2">Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)</td><td rowspan="2">Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)</td><td rowspan="2">Amount Spent in the Financial Year (in Rs)</td><td colspan="2">Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any</td><td rowspan="2">Amount remaining to be spent in succeeding Financial Years (in Rs)</td><td rowspan="2">Deficiency, if any</td></tr>
<tr><td>Amount (in Rs)</td><td>Date of Transfer</td></tr>
<tr><td colspan="9">Not Applicable</td></tr>
</table>

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

If yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.** – Not Applicable

Sd/-	Sd/-	Sd/-
Niraj Gemawat	**Indrajeet Mitra**	**Mohit Soni**
Managing Director	Director	Chief Financial Officer
DIN: 00030749	DIN: 00030788	

ANNEXURE D

Particulars of Remuneration as per Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014

a. Ratio of Remuneration of each Director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the financial year ended 31st March, 2026:

Name	Ratio to median remuneration of the employees of the Company	Percentage increase in remuneration
Niraj Gemawat	1.79	33.33%
Mohit Soni	2.46	11.98%
Disha Shah	1.59	18.36%

b. Percentage increase in the median remuneration of employees - 4-5% (approx.)

c. Number of permanent employees on the rolls of Company - 441 Employees.

d. The average increase in the salaries of employees other than managerial personnel in the financial year was 7-8% compared to average increase in managerial personnel remuneration of 21%.

e. The Company affirms that the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board
For, **Nintec Systems Limited**

Date: 11th August, 2026	Sd/-	Sd/-
Place: Ahmedabad	**Niraj Gemawat**	**Indrajeet Mitra**
Email: investors@nintecsystems.com	Managing Director	Director
Web: www.nintecsystems.com	DIN: 00030749	DIN: 00030788

Annexure - E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To,
The Members,
Nintec Systems Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NINTEC SYSTEMS LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion read with Annexure A forming part of this report, the Company has, during the audit period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;

(g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

(i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

We have also examined compliance with the applicable clauses of

1. Revised Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We have not examined compliance by the company with respect to applicable financial laws, like direct and indirect tax laws, maintenance of financial records, etc., since the same have been subject to review by statutory (financial) auditors, tax auditors and other designated professionals. We further report that having regard to the compliance system and process prevailing in the Company and on examination, on test-check basis, of the relevant documents and records thereof, the Company has complied with the provision of (1) The Information Technology Act, 2000, (2) Policy relating to Software Technology Parks of India and its regulations as are specifically applicable to the Company.

We further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

b) Adequate notice is given at least seven days in advance to all directors to schedule the Board Meetings. As informed to us, the Company has also provided agenda and detailed notes on agenda to the directors reasonably in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) Majority decision is carried through while the dissenting members' views are captured and recorded, wherever applicable, as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period**,** the following major events took place having bearing on the Company's affairs:

1. Shareholders' approval by way of special resolution passed by way of postal ballot on 20th March, 2026 for appointment of Mr. Mehul Ganpatbhai Makkampara (DIN:11490241) as Independent Director (Non-Executive)
2. Shareholders' approval by way of special resolution passed by way of postal ballot on 20th March, 2026 for appointment of Mr. Rahul Ratankumar Guhathakurta (DIN: 11492675] as Independent Director (Non-Executive)

FOR TUSHAR VORA & ASSOCIATES
Company Secretaries

Sd/-
TUSHAR M VORA
Proprietor
FCS No. 3459; C P No.: 1745
P R No.: 7768/2026
UDIN: F003459H00L072285

Place: Ahmedabad
Date: 11th August, 2026

Annexure A

To

The Members

Nintec Systems Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as considered appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification as done on test basis is to reasonably ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. In respect of laws, rules and regulations other than those specifically mentioned in our report above, we have limited our review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof including financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards and its proper and adequate presentation and submission in prescribed formats is the responsibility of management. Our examination was limited to the verification of procedures on test basis and not its one-to-one contents.
6. The Secretarial Audit report is neither an assurance as to compliance in totality or the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR TUSHAR VORA & ASSOCIATES
Company Secretaries

Sd/-
TUSHAR M VORA
Proprietor
FCS No. 3459; C P No.: 1745
P R No.: 7768/2026
UDIN: F003459H00L072285

Place: Ahmedabad
Date: 11th August, 2026

Corporate Governance Report

We Enable Business Growth with Innovative Technology Solution

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Philosophy On Code of Governance:

The Company's Corporate Governance is rooted in its strong legacy of ethical and governance practices. The Company's governance practices guide its business strategies while upholding fiscal accountability, ethical conduct, and fairness to all stakeholders — including employees, investors, customers, regulators, suppliers, and the society at large. This embodies the Company's values, culture, stakeholder relationships, and commitment to integrity and ethical conduct.

NINtec Systems Limited's ("NSL" / "Company" / "Nintec") governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. We also strive to ensure balance between our aims and minority rights in all our business decisions. Efficient corporate governance requires a clear understanding of the respective roles of the Board and of Senior Management and their relationships with others in the corporate structure. Sincerity, fairness, good citizenship, and commitment to compliance are key characteristics that drive relationships of the Board and Senior Management with other stakeholders.

The Company complies with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Clauses (b) to (i) and (t) of Sub-Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as applicable, with regard to Corporate Governance.

The Board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

Board of Directors:

 **Niraj C. Gemawat** Promoter Managing Director (DIN: 00030749)	**Appointed:** 4th August, 2015 **Shareholding*:** 33,99,366 Equity Shares **Directorship in other listed company(ies) and category of directorship#:** 1. TGIF Agribusiness Ltd – Non-Executive Director **Committee Membership(s)/ Chairmanship(s) in another Company(ies)^:** <u>TGIF Agribusiness Limited</u> 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Chairman 3. Nomination & Remuneration Committee – Member
 **Indrajeet A. Mitra** Promoter Non-Executive Director (DIN: 00030788)	**Appointed:** 4th August, 2015 **Shareholding*:** 8,70,750 Equity Shares **Directorship in other listed company(ies) and category of directorship#:** 1. TGIF Agribusiness Ltd - Non-executive Director **Committee Membership(s)/ Chairmanship(s) in another Company(ies)^:** <u>TGIF Agribusiness Limited</u> 1. Stakeholders' Relationship Committee - Member
 **Rachana N. Gemawat** Promoter Group Non-Executive Director (DIN: 02029832)	**Appointed:** 15th February, 2016 **Shareholding*:** 25,73,417 equity shares **Directorship in other listed company(ies) and category of directorship#:** 1. TGIF Agribusiness Ltd - Managing Director **Committee membership(s)/ chairmanship(s) in other Company(ies)^:** Nil

 **Somilkumar R. Mathur** Independent Director (DIN: 07471863)	**Appointed:** 26th September, 2018 **Shareholding*:** 81,000 equity shares **Directorship in other listed company(ies) and category of directorship#:** Nil **Committee membership(s)/ chairmanship(s) in other company(ies)^:** Nil
 **Mehul G. Makkampara** w.e.f. 1st February, 2026 Independent Director (DIN: 11490241)	**Appointed:** 1st February, 2026 **Shareholding*:** NIL **Directorship in other listed company(ies) and category of directorship#:** Nil **Committee membership(s)/ chairmanship(s) in other company(ies)^:** Nil
 **Rahul R. Guhathakurta** Independent Director w.e.f. 1st February, 2026 (DIN: 11492675)	**Appointed:** 1st February, 2026 **Shareholding*:** NIL **Directorship in other listed company(ies) and category of directorship#:** Nil **Committee membership(s)/ chairmanship(s) in other company(ies)^:** Nil

* As on 31st March, 2026
#Directorships in private limited companies, foreign companies and Section 8 companies are not considered.
^ In accordance with Regulation 26 of the Listing Regulations.

Composition of Board

As on March 31, 2026, the Company has six Directors of which five directors (i.e. 83.33%) are Non-Executive Directors (including one women Director). The Company has Three (i.e. 50%) Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Sections 149 and 152 of the Companies Act, 2013. However, the Company, not falling under the criteria for formation of Risk Management Committee, the same has not been constituted. The Company's Board of Directors is harmonious blend of Executive, Non-Executive, and Independent Directors ensuring balanced mix of professionalism, knowledge and expertise.

Category of Directors	No. of Directors	Percentage to total strength of the Board
Executive Director – Managing Director	1	17
Non - Executive and Non - Independent Directors	2	33
Non - Executive and Independent Directors	3	50

Pursuant to the provisions of Section 149 (1) of the Companies Act, 2013 and SEBI LODR Regulations, Mrs. Rachna Gemawat (Non-Independent Non-Executive Director) is the Women Director on the Board of the Company.

None of the Directors on the Board:

- have attained 75 years of age;
- hold committee positions in excess of ten as Members and five as Chairperson, across all entities where they serve as a director;
- holds directorship in more than ten public Companies;
- serves as Director or as independent directors in more than seven listed entities; and
- who are the Executive Directors serve as independent directors in more than three listed entities.

The detailed profile of your directors is available on the website of the Company and can be accessed at www.nintecsystems.com. The Managing Director does not serve as an Independent Director on any listed company and none of the Independent Directors serve as Non-Independent Director of any Company on the board of which any of our Non-Independent Director is an Independent Director.

Necessary disclosures regarding Committee positions in other public Companies as on March 31, 2026, have been made by the Directors. None of the Directors are related to other Directors and the Key Managerial Personnel of the Company except Mr. Niraj Gemawat and Mrs. Rachana Gemawat.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Sections 164(1), 164(2) and 165 of the Act read with the Rules framed thereunder and are not debarred from holding the office of a Director pursuant to any order of the Securities and Exchange Board of India ("SEBI") or any other such authority.

Confirmation of Independent Directors and Related Compliances:

Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the Databank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Board meetings held during financial year 2025-26

Five Board Meetings were held during the year under review and the gap between two Meetings did not exceed one hundred and twenty days. The said meetings were held on: May 28, 2025, August 12, 2025, November 12, 2025, January 28, 2026 and February 12, 2026. The necessary quorum was present for all the meetings. Further, video-conferencing facilities were also provided to facilitate Directors travelling or residing at other locations to participate in the meetings.

Details of Board of Directors, their attendance at Board Meetings during the year, at the last Annual General Meeting ("AGM") and Directorships & Committee Chairmanships/Memberships in other companies

Name of Director and DIN	Category	No. of Directorships held in other Public Companies*		No. of Committee Membership in Other Public Companies*		Directorship in other listed entity (Category of Directorship)
		Chairman	Member	Chairman	Member	
Niraj Chhaganraj Gemawat DIN: 00030749	Executive Director – Managing Director	-	1**	-	3	TGIF Agribusiness Limited (NED)

Name of Director and DIN	Category	No. of Directorships held in other Public Companies*		No. of Committee Membership in Other Public Companies*		Directorship in other listed entity (Category of Directorship)
		Chairman	Member	Chairman	Member	
Indrajeet Anath Mitra DIN: 00030788	Non - Executive Non – Independent Director - Chairman	1**	-	-	1	TGIF Agribusiness Limited (C) (NED)
Rachana Niraj Gemawat DIN: 02029832	Non - Executive Non – Independent Director	-	1	-	-	TGIF Agribusiness Limited (ED) (MD)
Somilkumar Ragvendr Nath Mathur DIN: 07471863	Non - Executive – Independent Director	-	-	-	-	-
Mehul Ganpatbhai Makkampara# DIN: 11490241	Non - Executive – Independent Director	-	-	-	-	-
Rahul Ratankumar Guhathakurta# DIN: 11492675	Non - Executive – Independent Director	-	-	-	-	-
Jani Hursh Pareshkumar@ DIN: 01356764	Non - Executive – Independent Director	-	1	-	2	TGIF Agribusiness Limited (ID)
Vishal Rameshbhai Shah@ DIN: 01681950	Non - Executive – Independent Director	-	1	-	1	TGIF Agribusiness Limited (ID)

Note: Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of the SEBI Listing Regulations.

(C) Chairman, (MD) Managing Director, (NED) Non-Independent, Non-Executive Director, (ED) Non-Independent, Executive Director, (ID) Independent, Non-Executive Director

*Directorships in private limited companies, foreign companies and Section 8 companies are not considered.

** Change in designation of Mr. Niraj Gemawat Chairman to Member and Mr. Indrajeet Mitra Appointed as Chairman w.e.f. 29th May, 2025

Mr. Mehul Makkampara and Mr. Rahul Guhathakurta have been appointed as Directors of the Company with effect from 1st February, 2026

@ Mr. Vishal Shah & Mr. Hursh Jani have resigned as Director of the Company with effect from 12th February, 2026.

The attendance of Directors at the Board Meetings held during the year and at the 10th Annual General Meeting held on 26th September, 2025 are as under:

Name of the Director	Whether attended last AGM	Board Meeting					Held during the year	Attended
		1	2	3	4	5		
Niraj Chhaganraj Gemawat	No	AB	P	P	P	P	5	4
Indrajeet Anath Mitra	Yes	P	P	AB	P	P	5	4
Rachana Niraj Gemawat	Yes	AB	P	P	P	P	5	4
Somilkumar Ragvendr Nath Mathur	Yes	P	P	P	P	P	5	5
Mehul Ganpatbhai Makkampara	NA	NA	NA	NA	NA	P	1	1
Rahul Ratankumar Guhathakurta	NA	NA	NA	NA	NA	P	1	1
Jani Hursh Pareshkumar	No	P	P	P	P	P	5	5
Vishal Rameshbhai Shah	Yes	P	P	P	P	P	5	5

Details of Equity Shares of the Company held by the Directors as on March 31, 2026 are given below:

Name	Category	Number of Equity Shares
Niraj Chhaganraj Gemawat	Non-Independent, Executive Director	33,99,366
Indrajeet Anath Mitra	Non-Independent, Non-Executive Director	8.70,750
Rachana Niraj Gemawat	Non-Independent, Non-Executive Director	25,73,417
Somilkumar Mathur	Independent, Non-Executive Director	81,000

The Company has not issued any convertible instruments. Additionally, the detail of familiarisation program of Independent Director is placed on the website of the Company at www.nintecsystems.com.

Matrix Highlighting Core Skills / Expertise / Competencies of the Board of Directors

The Board is structured by having the requisite level of qualifications, professional background, sector expertise and special skills. It is acknowledged that not all Directors will have each necessary skill, but the Board as a whole must have them, as also that the expertise, knowledge, and experience required for the Board will change as the organization evolves and grows.

The eligibility of a person to be appointed as a director of the Company is dependent on whether the person possesses the requisite skill and experience. The director appointed on the board of the Company possess diverse backgrounds within the above parameters.

The specific areas of focus or expertise of individual Board members have been highlighted as under. However, absence of a tick mark does not necessarily mean the member does not possess the corresponding skills/ expertise.

	Niraj Gemawat	Indrajeet Mitra	Rachana Gemawat	Somilkumar Mathur	Mehul Makkampara	Rahul Guhathakurta
Financial Management	√	√	√	-	-	√
Business Leadership and Operations	√	√	-	-	-	-
Technology	√	√	-	-	-	√
Governance and Compliance	√	-	√	√	-	-
Strategy & Planning	√	√	√	-	√	-
Operations and General Management	√	√	√	√	√	√

Committees of the Board

Audit Committee	©	Rahul Guhathakurta
	Ϻ	Somilkumar Mathur
	Ϻ	Indrajeet Mitra
Nomination and Remuneration Committee (“NRC”)	©	Rahul Guhathakurta
	Ϻ	Somilkumar Mathur
	Ϻ	Rachana Gemawat
Stakeholders’ relationship committee (“SRC”)	©	Indrajeet Anath Mitra
	Ϻ	Rachana Gemawat
	Ϻ	Mehul Makkampara
Corporate Social Responsibility Committee (“CSR”)	©	Rahul Guhathakurta
	Ϻ	Indrajeet Mitra
	Ϻ	Rachana Gemawat

© Chairperson Ϻ Member

Ms. Disha Shah, Company Secretary & Compliance Officer of the Company, acts as the Secretary to the Board and the Committee Meetings.

Details of the terms of reference and the number of meetings held during financial year 2025-26 with attendance therein, are provided below:

a) Audit Committee:

As on March 31, 2026, the Audit Committee comprises of:

1. Rahul Guhathakurta, Chairperson
2. Somilkumar Mathur, Member
3. Indrajeet Mitra, Member

- Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.
- Chairperson of the Committee is an Independent Director.
- More than 2/3rd members of the Committee are Independent Directors
- Chairperson of the Committee was present at the AGM held on 26th September, 2025
- During financial Year 2025-26, Four Meetings of the Audit Committee were held.
- All recommendations made by the Audit Committee were approved by the Board.
- The terms of reference to the Audit Committee includes:
    - Oversight of the Companie's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, efficient and credible.
    - Reviewing financial statements and auditors' report thereon before submission to the Board for approval.
    - Evaluation of internal financial controls and risk management systems of the Company.
    - Recommendation for appointment, remuneration and terms of appointment of Statutory and Internal auditors of the Company.
    - Review the functioning of the whistle-blower mechanism.
    - Review statement of significant Related Party Transactions and disclosures of Related Party transactions.
    - Reviewing functioning of Whistle Blower mechanism.
- During the year, there was a change in the Chairperson of the Audit Committee. Mr. Vishal Shah independent Director of the Company resigned from the Board as an Independent Director with effect from 12th February, 2026, and Mr. Rahul Guhathakurta was appointed by the Board at its meeting held on 12th February, 2026 as the Chairperson of the Audit Committee with effect from 13th February, 2026.

b) Nomination and Remuneration Committee ("NRC")

As on March 31, 2026, the Nomination and Remuneration Committee comprises of:

1. Rahul Guhathakurta, Chairperson
2. Somilkumar Mathur, Member
3. Rachana Gemawat, Member

- Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
- Chairman of the Committee is an Independent Director and more than 2/3rd members of the Committee are Independent Directors.
- Chairman of the Committee, was present at the AGM of the Company.
- During financial Year 2025-26, Two meetings of the NRC were held.
- NRC Committee review performance of all the directors.
- The terms of reference, inter alia, includes:
    - Recommend to the Board the setup and composition of the Board and its Committees.
    - Recommend to the Board the appointment/ re-appointment of Directors and Key Managerial Personnel.
    - Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual Directors.
    - Recommend to the Board the Remuneration Policy for Directors, Executive Team or Key Managerial Personnel as well as the rest of employees.
    - Formulation of criteria for evaluation of Independent Directors, Committees of Board and the Board;
    - Oversee familiarization programs for Directors.
- During the year, there was a change in the Chairperson of the Nomination and Remuneration Committee. Mr. Vishal Shah resigned from the Board as an Independent Director with effect from 12th February, 2026, and Mr. Rahul Guhathakurta was appointed by the Board at its meeting held on 12th February, 2026 as the Chairperson of the Nomination and Remuneration Committee with effect from 13th February, 2026.

c) Stakeholders' Relationship Committee ("SRC")

As on March 31, 2026, the Stakeholders' Relationship Committee comprises of:

1. Indrajeet Mitra, Chairperson
2. Rachana Gemawat, Member
3. Mehul Makkampara, Member

- Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
- Chairperson of the Committee is a Non-Executive Director.
- Chairperson of the Committee was present at the Annual General Meeting held on 26th September, 2025.
- During financial Year 2024-25, One meeting of the SRC were held with requisite quorum.
- The terms of reference, inter alia, includes:
    - Consider and resolve the grievances of security holders.
    - Consider and approve issue of share certificates, transfer and transmission of securities, etc.
    - Review activities with regard to the Health Safety and Sustainability initiatives of the Company.

During the year, there was a change in the composition of the Stakeholders' Relationship Committee. Mr. Vishal Shah, independent director was resigned from the Board as an Independent Director with effect from 12th February, 2026, and Mr. Mehul Makkampara was appointed by the Board at its meeting held on 12th February, 2026 as a member of the Stakeholders' Relationship Committee with effect from 13th February, 2026.

d) Corporate Social Responsibility Committee ("CSR"):

The Corporate Social Responsibility Committee comprises of:

1. Rahul Guhathakurta, Chairperson
2. Indrajeet Mitra, Member
3. Rachana Gemawat, Member

The Company has constituted the Corporate Social Responsibility ("CSR") Committee in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the applicable rules made thereunder.

- The Committee has total 3 directors including 1 independent Director
- Chairperson of the Committee is an Independent Director
- Formulate and recommend to the Board Corporate Social Responsibility Policy (CSR Policy) containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII to the Act;
- The Committee shall recommend the amount to be spent on CSR activities
- The Committee shall review and monitor the implementation of the CSR Policy
- Formulate and recommend to the Board Annual Action Plan, including approved projects, execution methods, fund utilization details, monitoring mechanisms, and impact assessment

➢ Stakeholders' Relationship Committee - Other details

a. Terms of reference to the Stakeholders' Relationship Committee includes:
   a. Look into redressing the grievances and complaints of the shareholders of the Company.
   b. Formulate policies and procedures in line with the statutory and regulatory requirements.
   c. Monitor and review the performance and service standards of the Registrar and Share Transfer Agent (RTA) of the Company
   d. Monitor and review investor complaints received by the Company or through Stock Exchanges and SEBI.

b. Company Secretary & Compliance Officer:

   Ms. Disha Shah is the Company Secretary and Compliance Officer of the Company.

c. Details of investor complaints received and resolved during F.Y. 2025-26 are as follows:

   There were no investor complaints received by the Company or Stock Exchange or SEBI or the RTA during the year under review.

➢ Nomination and Remuneration Committee-other details

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. Evaluation was carried out including participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

During financial year 2025-26, one meeting of the Independent Directors was held on February 12, 2026. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company.

Number of committee meetings held and attendance records

Name of the Committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee
No. of meetings held	4	2	1
Date of meetings	1. 28th May, 2025 2. 12th August, 2025 3. 12th November, 2025 4. 12th February, 2026	1. 12th August, 2025 2. 28th January, 2026	1. 12th November, 2025
No. of meetings attended:			
Vishal Shah@	4	2	1
Somilkumar Mathur	4	2	-

Name of the Committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee
Indrajeet Mitra	3	-	-
Rachana Gemawat	-	2	1
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings		

@ Mr. Vishal Shah resigned from the office of Director with effect from 12th February, 2026

Particulars of Senior Management Personnel:

Particulars of Senior Management as on 31st March, 2026 including the changes therein since the close of previous financial year:

Name of Senior Management Personnel	Designation
Mr. Parag Shah*	VP & Client Success Manager
Mr. Rushikesh Rajendra*	CHRO & Sr. VP – Strategic Initiatives
Mr. Vilas Nagar	Chief Technology Officer
Mr. Chainsingh Rathod@	VP – Talent Acquisition & Operations
Mr. Ravi Satpal	AVP – Finance
Mr. Mohit Soni	Chief Financial Officer
Ms. Disha Shah	CS & Manager – Legal & Compliance
Ms. Suparna Gupta	Head - Marcom

* Mr. Parag Shah and Mr. Rushikesh Rajendra, Senior Management Personnel of the Company, have resigned after the closure of the financial year, with effect from the 8th May, 2026.

@ Mr. Chainsingh Rathod, Senior Management Personnel of the Company have resigned after the closure of the financial year, with effect from 31st July, 2026

CODE OF CONDUCT:

Company's Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct is available on the website of the Company www.nintecsystems.com. The Code lays down the standard of conduct which is expected to be followed by the Board Members and the Senior Management of the Company in particular on matters relating to integrity at the work place, in business practices and in dealing with Stakeholders.

All Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.

PROHIBITION OF INSIDER TRADING:

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ("SEBI Insider Trading Regulations"), as amended from time to time, the Company has framed a Code of Conduct to avoid Insider Trading. The Code of Conduct is applicable to all the promoters, directors, designated persons and their immediate relatives, connected persons and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing in the shares of the Company. The Company closely monitor the insider trading in the equity shares of the Company mainly during the trading window closure and the reversal of the transactions, by the designated persons.

Details of Remuneration

Executive Director

Sr. No.	Name of the Director	Amount
1.	Mr. Niraj Gemawat	INR 12.00 lakhs

Non-Executive Director (Sitting Fees)

Sr. No.	Name of the Director	Amount
1.	Mr. Indrajeet Mitra	8,000/-
2.	Mrs. Rachana Gemawat	8,000/-
3.	Mr. Hursh Jani	10,000/-
4.	Mr. Vishal Shah	10,000/-
5.	Mr. Somil Kumar Mathur	10,000/-
6.	Mr. Mehul Makkampara	2,000/-
7.	Mr. Rahul Guhathakurta	2,000/-

General Body Meetings

General Meetings

a) Annual General Meeting ("AGM"):

Financial Year	Date and time	Special resolution passed	Venue/Location
2022-23	29th September, 2023, 2:30 p.m. (IST)	Re-appointment of Mr. Somil Ragvendr Nath Mathur (DIN: 07471863) as Independent Director of the Company to hold office for a 2nd term	The Corporate House, A-Wing, 9th floor, S.G. Highway, Bodakdev, Ahmedabad 380054, Gujarat, India
2023-24	27th September, 2024, 3:00 p.m. (IST)	Revision in remuneration of Mr. Niraj Gemawat, Management Director of the Company	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")
2024-25	26th September, 2025, 3:00 p.m. (IST)	No special resolutions were passed in this meeting	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Extraordinary General Meeting (EGM)

No Extraordinary General Meeting of the Shareholders of the Company was held during financial year 2025-26.

Details of special resolution passed through postal ballot – persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

During the FY 2025-26, members of the Company approved the following resolutions by requisite majority, through postal ballot:

Appointment of Mr. Mehul Ganpatbhai Makkampara (DIN:11490241) as an Independent Director (Non-Executive) of the Company (Special Resolution)

Votes in favor of the resolution			Votes against the resolution			Invalid votes	
Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of Members voted Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast
37	8855290	99.98	1	1301	0.02	-	-

Appointment of Mr. Rahul Ratankumar Guhathakurta (DIN: 11492675) as an Independent Director (Non-Executive) Of the Company (Special Resolution)

Votes in favor of the resolution			Votes against the resolution			Invalid votes	
Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of Members voted Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast
37	8855290	99.98	1	1301	0.02	-	-

The Board of Directors appointed Mr. Mehul Ganpatbhai Makkampara (DIN:11490241) and Mr. Rahul Ratankumar Guhathakurta (DIN: 11492675) as an Additional Director of the Company with effect from 1st February, 2026. Further, in terms of the provisions of Section 149 read with Schedule IV to the Act and the applicable SEBI Listing Regulations, Mr. Mehul Ganpatbhai Makkampara and Mr. Rahul Ratankumar Guhathakurta were appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 1st February, 2026 based on the recommendation of the NRC.

The Company sought the approval of the shareholders by way of a Special Resolution through postal ballot notice dated 12th February, 2026, for their appointment as a Non-Executive, Independent Directors for a term of five years.

Mr. Tushar Vora of M/s. Tushar Vora & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. F3459, CP No. 1745) was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner. The remote e-voting period commenced on Wednesday, 18th February, 2026 at 9.00 A.M. (IST) and ended on Thursday, 19th March, 2026 at 5.00 P.M. (IST). The aforesaid resolution was duly passed and the results of which were announced on 21st March, 2026.

Procedure for postal ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the rules framed thereunder and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") and Regulation 44 of the SEBI Listing Regulations. The voting rights of the members have been reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. The detailed procedure on voting through remote e-voting was provided in the notice of postal ballot.

Details of special resolution proposed to be conducted through postal ballot:

As on the date of this Report, no special resolution is proposed to be conducted through postal ballot.

MEANS OF COMMUNICATION:

Newspaper Publications:

The quarterly, half-yearly and annual financial results of the Company are published in Newspapers in India which include, the financial express. The results are also displayed on the Company's website www.nintecsystems.com.

Statutory notices are published in the Financial Express. Financial Results, Statutory Notices are submitted to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") as well as uploaded on the Company's website.

Website:

The Company has a fully functional and updated website www.nintecsystems.com that acts as the primary source of information regarding the Company, its business, vision, policies, corporate governance, investor relations, services and updates. Disclosures as specified under the Act and the SEBI Listing Regulations, from time to time, are published on the website of the Company in a dedicated section 'Investor Relations' for the said purpose.

Other Disclosures:

1. Related party transactions

The Company has adopted a Policy on Related Party Transactions as approved by the Board of Directors and the same is available on the company's website at www.nintecsystems.com.

All transactions entered with related parties as defined under the Act and Regulations 23 of the SEBI Listing Regulations, each as amended during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee in terms of provisions of the SEBI Listing Regulations. Certain transactions which were repetitive in nature were approved through omnibus route by the Audit Committee by independent director.

The Board's approved policy for related party transactions is uploaded on the website of the Company at www.nintecsystems.com.

2. Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by Stock Exchange or the board or any statutory authority, on any matter related to capital markets, during the last three years

During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority, except in the financial year 2022-23, BSE Limited has levied a fine of Rs. 5000/- on the Company for delay of one day in conducting Board meeting for approval of Half yearly financial results for half year ended 30th September, 2022.

3. Whistle Blower Policy and Vigil Mechanism

Pursuant to Regulation 22 of SEBI Listing Regulations, the Company has formulated a Whistle Blower Policy and has established the necessary vigil mechanism to provide adequate safeguards against the victimization of persons and a formal mechanism for all Directors, Employees and vendors of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. No person has been denied access to the Audit Committee or its Chairman. The said policy has been uploaded on the website of the Company at www.nintecsystems.com.

4. Policy for determining 'material' subsidiaries

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at www.nintecsystems.com.

5. Policy on dealing with related party transactions

Policy on dealing with related party transactions is uploaded on the website of the Company at www.nintecsystems.com.

6. Pursuant to regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, A certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained and forms part of this report as an Annexure to the Corporate Governance Report.

7. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance with respect to Sexual Harassment at workplace. The Company has adopted the Prevention of Sexual Harassment ("POSH") policy and the same is also available on the website of the Company at www.nintecsystems.com. The Company has also constituted an Internal Complaint Committee ("ICC") in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act")

During the financial year, there are no complaints received under Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

a. number of complaints filed during the financial year – 0
b. number of complaints disposed of during the financial year – 0
c. number of complaints pending as on end of the financial year – 0
d. number of cases pending for more than 90 days – 0

8. Discretionary requirements

All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company. The Company has also complied with the following discretionary requirements as prescribed in Part E of Schedule II to the SEBI Listing Regulations:

- For the financial year 2025-26, the Company has received an Audit Report on the quarterly and half-yearly financial results with unmodified audit opinion.
- The Company's internal auditor has forwarded the internal audit report to the Audit Committee.

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is a part of this Annual Report.

Details of Material Subsidiary as on 31st March, 2026 is as under:

Name of the Material Subsidiary	Nintec Systems B.V.
Date of Incorporation	12th July, 2023
Country of Incorporation	The Netherlands
Name of Statutory Auditors	N.A.

Date of Appointment of Statutory Auditors	N.A.

General shareholder information

a)	Corporate Identification Number (CIN) of the Company	L72900GJ2015PLC084063
b)	International Securities Identification Number (ISIN)	INE395U01014
c)	Registered Office	B-11, Corporate House, Bodakdev, Highway, Ahmedabad - 380054, Gujarat
d)	Annual General Meeting	
	Date, Time and Venue	**Date**: 18th September, 2026 **Time**: 3.00 pm **Venue** – Video Conferencing / Other Audio-Visual Means
	Financial Year	2025-26 The financial year of the Company comprises of period of 12 months from 1st April to 31st March.
e)	Dividend Payment Date	The Company has not issued any dividend to its shareholders during the Financial Year 2025-2026
f)	Financial Year and Tentative Calendar	The Company follows April to March as the Financial Year. Financial reporting for the quarters (Tentative) June 30, 2026 – On or before August 14, 2026 September 30, 2026 – On or before November 14, 2026 December 31, 2026 – On or before February 14, 2027 March 31, 2027 – On or before May 30, 2027S
g)	Listing of Equity Shares on Stock Exchanges in India	The Company's Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited. **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 **National Stock Exchange of India Limited** Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051

h)	Scrip Code / Symbol	BSE Stock Code - 539843 NSE – NINSYS
i)	Listing Fees to Stock Exchanges and Annual Custody Fees to the Depositories	The Company has paid the Annual Listing Fees for the financial year 2025-26 to the Stock Exchanges where the Company's shares are listed. The Company has also paid the Annual Custodial Fees for the financial year 2025-26 to both the depositories viz National Securities Depository Limited and Central Depository Services (India) Limited.
j)	Registrar and Share Transfer Agent	All the shares of the Company are in dematerialized form **Name and Address of the Share Transfer Agent**: Bigshare Services Private Limited Office No. S6-2, 6th floor, Pinnacle Business Park, Mahakali Caves Road, Andheri East, Mumbai – 400093

Distribution of Shareholding as on 31st March, 2026:

Shareholding of Nominal (Rs.)	Number of Shareholders	Percentage of Total	Share Amount (Rs.)	Percentage (%)
1 – 5000	8272	97.18	3625780	1.95
5001 - 10000	97	1.14	713000	0.38
10001 – 20000	50	0.59	691450	0.37
20001 – 30000	15	0.18	391630	0.21
30001 – 40000	4	0.05	133240	0.07
40001 - 50000	7	0.08	316770	0.17
50001 – 100000	12	0.14	967020	0.52
100001 & Above	55	0.64	178921110	96.32
Total	**8512**	**100**	**185760000**	**100**

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2026

Sr. No.	Category	Number of shareholders	Total number of shares	% of total number of shares
(A)	**Promoter and Promoter Group**			
(1)	Indian	7	88,21,283	47.49%
(2)	Foreign	Nil	Nil	Nil

Sr. No.	Category	Number of shareholders	Total number of shares	% of total number of shares
	Total shareholding of Promoter and Promoter Group (A)	**7**	**88,00,541**	**47.38%**
(B)	**Public Shareholding**			
(1)	Institutions	0	0	0
(2)	Central Government / State Government / President of India	Nil	Nil	Nil
(3)	Non-institutions	8,305	97,54,717	52.51
	Total Public Shareholding (B)	**8,305**	**97,54,717**	**52.51**
(C)	Non-Promoter Non-Public	Nil	Nil	Nil
	Total shares held by Non-Promoter Non-Public	Nil	Nil	Nil
	TOTAL (A) + (B) + (C)	**8,312**	**1,87,56,000**	**100.00%**

Dematerialization of shares and liquidity:

100% of the total Equity Share Capital of the Company is held in dematerialized form with NSDL and CDSL as on 31st March, 2026. The market lot is one share as the trading in Equity Shares of the Company is permitted only in dematerialized form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE395U01014.

Share Transfer System:

Pursuant to Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities can be effected only in dematerialized form. Since 100% of the Company's Equity Share Capital is already held in dematerialized form, any transfer, transmission or transposition, if undertaken, shall be carried out exclusively through the demat mode only.

Disclosure with respect to demat suspense account / unclaimed suspense account

The Company do have a Demat suspense account, however, there are no shares credited in the said account. Therefore, there are no outstanding shares credited / lying in the demat suspense account / unclaimed suspense account as on 31st March, 2026.

Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2026, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated July 11, 2023 is not required to be given. For a detailed discussion on foreign exchange risk and hedging activities, please refer to Management Discussion and Analysis Report.

Plant locations:

The Company operates in Information Technology sector; hence, it does not have any plant locations but operates from various offices in India. The registered office of the Company is situated at B-11, Corporate House, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India.

Total fees to Statutory Auditors:

During the Year the Company has Paid INR 2,10,000/- to Statutory Auditors i.e. M/s. Samir Shah and Associates.

Redressal of Investors' Complaints:

Shareholders may write either to the Company or the Registrar and Transfer Agent for redressal of queries and grievances. The address and contact details of the concerned officials are given below.

Address for correspondence:

NINTEC SYSTEMS LIMITED

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

Email: legal@nintecsystems.com

Designated e-mail address for Investor Services:

Email: investors@nintecsystems.com
Website: www.nintecsystems.com

CEO/CFO CERTIFICATION:

The Managing Director and the Chief Financial Officer of the Company have certified to the Board that the Financial Results of the Company for the year ended 31st March, 2026 do not contain any false or misleading statements or figures and do not omit any material facts which may make the statements or figures contained therein misleading as required by Regulations 33 of SEBI LODR Regulations.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT IN PURSUANT TO SCHEDULE V (D) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that the Company has adopted a Code of Conduct for Board Members and Senior Management of the Company. The Code is available on the Company's website.

I, hereby confirm that the Company has, in respect of the year ended March 31, 2026, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, the meaning of Senior Management is as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board
For, **Nintec Systems Limited**
Sd/-
Niraj Gemawat
Managing Director
DIN: 00030749

Date: 11th August, 2026
Place: Ahmedabad
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

CEO/CFO Certificate

Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Nintec Systems Limited

We, Niraj Gemawat, Managing Director, and Mohit Soni, Chief Financial Officer of Nintec Systems Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement of Nintec Systems Limited ("the Company") for the year ended 31st March, 2026 and to the best of our knowledge and belief:
    i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
    i. there are no significant changes in internal controls over financial reporting during the year;
    ii. there are no significant changes in accounting policies during the year; and
    iii. there are no instances of significant fraud of which we have become aware.

Niraj Gemawat	**Mohit Soni**
Managing Director	Chief Financial Officer

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

(Refer Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
NINTEC SYSTEMS LIMITED
Ahmedabad

The Corporate Governance Report prepared by Nintec Systems Limited ("the Company"), contains details as specified in Regulations 17 to 27, Sub-Regulation (2) of Regulation 46 and para-C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"), to the extent applicable, with respect to Corporate Governance for the year ended March 31, 2026. This report is required by the Company for submission to the Shareholders of the Company.

Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.

The procedures selected depend on the auditor's judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

Based on the procedures performed by us as referred above and according to the information and explanations given to us, we are of the opinion that the Company has complied with all the mandatory requirements of Corporate Governance as specified in Regulations 17 to 27, Sub-Regulation (2) of Regulation 46 and para C, D and E of Schedule V to the extent applicable to the Company, during the period covering financial year 2025-26.

Other Matters and Restriction on use

This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

FOR TUSHAR VORA & ASSOCIATES
Company Secretaries

Sd/-
TUSHAR M VORA
Proprietor
FCS No. 3459; C P No.: 1745
P R No.: 7768/2026
UDIN: F003459H001072307

Place: Ahmedabad
Date: 11th August, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
NINTEC SYSTEMS LIMITED
B-11, Corporate House, S. G. Highway,
Bodakdev, Ahmedabad – 380054.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nintec Systems Limited** having CIN **L72900GJ2015PLC084063** and having registered office at B-11, Corporate House, S. G. Highway, Bodakdev, Ahmedabad – 380054 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Niraj Chhaganraj Gemawat	00030749	04/08/2015
2.	Mr. Indrajeet Anath Mitra	00030788	04/08/2015
3.	Mrs. Rachana Niraj Gemawat	02029832	15/02/2016
4.	Mr. Somilkumar RagvendrNath Mathur	07471863	26/09/2018
5.	Mr. Mehul Ganpatbhai Makkampara	11490241	01/02/2026
6.	Mr. Rahul Ratankumar Guhathakurta	11492675	01/02/2026

It may be noted that ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR TUSHAR VORA & ASSOCIATES
Company Secretaries

Sd/-
TUSHAR M VORA
Proprietor
FCS No. 3459; C P No.: 1745
P R No.: 7768/2026
UDIN: F003459H001072318

Place: Ahmedabad
Date: 11th August, 2026

Management Discussion and Analysis Report

We Enable Business Growth with Innovative Technology Solution

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure& Overview

The Indian Information Technology (IT) sector has emerged as one of the strongest pillars of India's economy, contributing significantly to economic growth, employment generation, and public welfare. As per Nasscom's Strategic Review 2026, the Indian technology industry is estimated to reach a revenue of US$ 315 billion in FY26, registering a year-on-year growth of 6.1%, driven by the growing adoption of artificial intelligence (AI), cloud modernization, and the expansion of Global Capability Centres (GCCs).

The Government of India's India AI Mission has an approved outlay of more than Rs. 10,372 crore (US$ 1.21 billion) over five years, supported by the deployment of 38,000 GPUs, with Rs. 1,000 crores allocated under the Union Budget 2026-27 for FY 2026-27. The technology and AI ecosystem now employs close to 6 million people.[1]

With over 76 crore citizens now connected to the internet, India is home to one of the world's largest online populations while offering some of the lowest access costs. This has been supported by the Digital India Programme, which has expanded digital infrastructure and improved accessibility across the country. Together with growing private sector innovation and widespread adoption of digital applications, India is entering the next phase of its IT revolution. Reflecting this shift, India rose one place to the 38th position among 139 economies in the 2025 edition of the Global Innovation Index (GII), retaining its standing as the top-ranked economy in Central and Southern Asia and the leading lower-middle-income economy, and ranking first globally in ICT services exports. India's Global Capability Centre workforce is projected to rise to 3.46 million by 2030, supported by rapid adoption of artificial intelligence across roles.[1]

India's IT ecosystem is set for strong growth, with the technology sector expected to add around 135,000 jobs on a net basis in FY26. India's technology industry is on track to double its revenue to US$ 500 billion (Rs. 43,23,500 crore) by 2030 as companies seek to expand globally. The Union Budget 2026-27 has allocated Rs. 1,000 crore (US$ 118 million) to the IndiaAI Mission to accelerate AI adoption, alongside Rs. 20,000 crore (US$ 2.31 billion) earmarked for the Research, Development and Innovation (RDI) Fund.[1]

Google announced US$ 15 billion investment over 2026-2030 for an AI Hub and data centre in Visakhapatnam, marking its largest commitment in India to advance AI capabilities and services.

According to a NASSCOM report, India's pool of cloud professionals across diverse industries is projected to more than double, rising from 608,000 in 2021 to 1.5 million by 2025.

The Union Budget 2026-27 has allocated Rs. 1,000 crore (US$ 118 million) to the India AI Mission and introduced a tax holiday extending up to 2047 for companies building data-centre infrastructure in India to serve global markets. Building on the Rs. 500 crore (US$ 58 million) Centre of Excellence in AI for Education announced in the previous year, the Government has also proposed an 'Education to Employment and Enterprise' Standing Committee to embed AI in school curricula and align skilling with emerging technologies.[1]

The export of IT services was the major contributor, accounting for more than 53% of total IT exports (including hardware). The Indian government announced a plan to build a cyber-lab for the 'Online Capacity Building Programme on Crime Investigation, Cyber Law, and Digital Forensics' to strengthen cyber security capabilities.

Nasscom's Strategic Review 2026 indicates continued growth momentum heading into Financial Year 2027, with technology spending growth projected in the 5-7% range year-on-year and AI investments moving from experimentation to industrial-scale deployment.[2]

Industry Highlights:

- The global technology landscape continues to evolve at breakneck speed, driven by fragmented geopolitics and rapid innovation[2]
- Google announced US$ 15 billion investment over 2026-2030 for an AI Hub and data centre in Visakhapatnam, marking its largest commitment in India to advance AI capabilities and services.[1]
- A report from the Reserve Bank of India (RBI) suggests that generative Artificial Intelligence (AI) has the potential to enhance banking operations in India by up to 46%.[1]
- Computer software and hardware make up 15.54% of the cumulative FDI equity inflows.[1]
- In November 2025, ESTIC 2025 announced a Rs. 1,00,000 crore (US$ 11.56 billion) scheme to boost private-sector research, development and innovation in India[1]
- Financial Year 2027 is expected to mark the maturation of AI spending, balancing near-term speed-to-market initiatives with long-cycle enterprise re-engineering.[2]

[1] *IBEF June 2026*

[2] NASSCOM Strategic Review 2026

Business Overview

Nintec Systems Limited is well poised in delivering software development services and solutions to global enterprises and to adopt new technologies. It is a provider of consulting, technology, outsourcing and digital services, enabling clients in different countries to create and execute strategies for their digital transformation. We have specialised in off/on-shore software product development, software migration, multimedia design & development, application development & maintenance and web designing.

Outlook

NINtec constantly strives to recognize the business opportunity behind the changing environment especially in identifying offerings in new arenas i.e. cyber space which is really useful in the competitive environment. While our clients proactively seek support and strategic inputs as they look towards embarking on their digital journey, our team imbibes the leading best practices with out of box solutions to deliver client objectives. The Company's strategy for long term growth is to continuously expand the addressable market, increase the customer-base and superior execution that gives clients an experience of digital transformation.

Internal Control Systems and their Adequacy

NINtec maintains an adequate internal control system, which provides, among other things, reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against significant misuse or loss of Company's assets. Integrated Framework is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a Company to identify and analyze risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

Segmental Performance or product-wise performance

The Company operates in only single segment. Hence segment wise performance is not applicable

Opportunities and Threats, Risks and Concerns

Information Technology support services remain an increasingly competitive business environment. With the change in emerging technology areas, Companies have become dependent on technology not only for day-to-day operations, but also for the use of technology as a strategic tool to enable them to re-engineer business processes, restructure operations, ensure regulatory compliances, etc. Over the coming years, the industry will see huge demand in cloud-based applications, big data & analytics, mobile systems, social media etc. This provides an opportunity for providers to support and integrate Company IT systems on an on-going basis. The IT Industry becomes a powerful tool used by Companies to reduce their costs. Small and medium business houses have also started using IT with the emergence of cloud computing. Global cloud market is expected to grow faster than overall IT.

The Company intends its growth share with the existing clients which will have a supplemental effect of reducing overhead and delivery costs. The Company's business model is such that helps in evolving to meet the pace of change in its customer's customer base. Your Company intends to continue building on the strength of its superior service delivery culture to seize the existing opportunities.

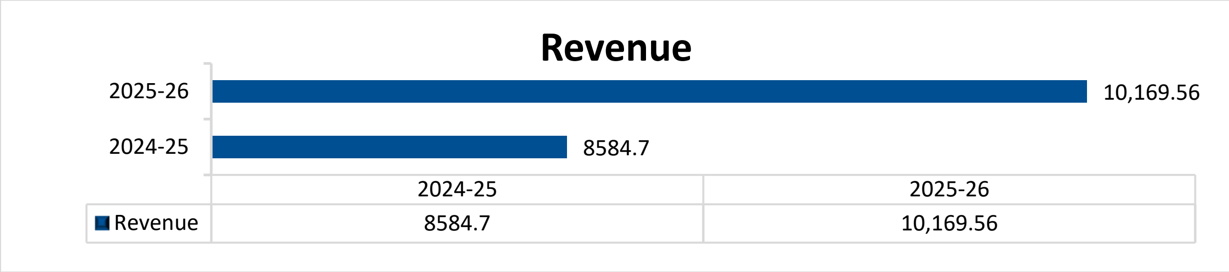
In the midst of a challenging business environment, there are certain threats which can have impact on the business of the Company. We understand that in order to remain competitive and to continue being a trusted partner to our customers, we need to expand our operational scope to provide better services and capabilities. While businesses are trying with every passing day to integrate information technology in their daily life, user organisations are facing several challenges in terms of performance and integration with existing applications.

Financial Highlights

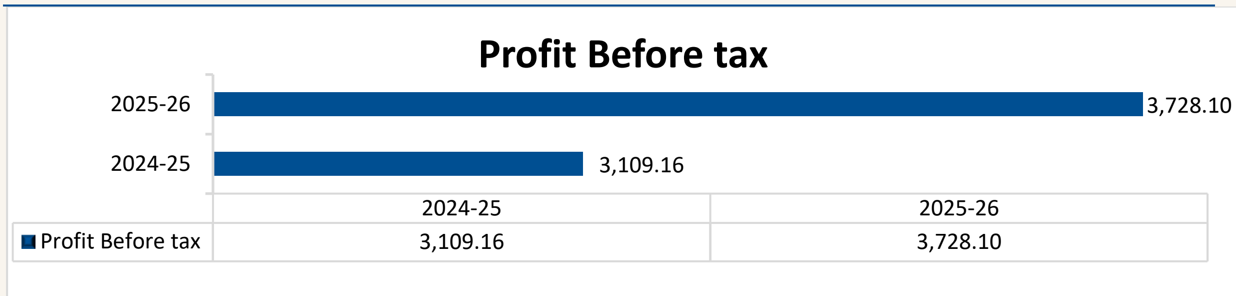
Nintec Systems Limited, during the year under review achieved revenue from operations of ₹ 10,169.56 lakhs on Standalone basis and ₹ 17,016.78 lakhs on Consolidated basis, Profit Before tax ₹ 3,728.10 lakhs on Standalone basis and ₹ 4,281.12 lakhs on Consolidated basis, Profit After tax ₹ 2,779.89 lakhs on Standalone basis and ₹ 3,201.16 lakhs on Consolidated basis and Total Tax expense ₹ 948.21 lakhs on Standalone basis and ₹ 1079.96 lakhs on Consolidated basis as compared to the previous Financial Year 2024-2025 where the Revenue from Operations was ₹ 8,584.70 lakhs on Standalone basis and ₹ 13,980.42 lakhs on Consolidated basis, Profit Before tax ₹ 3,109.16 lakhs on Standalone basis and ₹ 3,499.10 lakhs on Consolidated basis, Profit After tax ₹ 2,331.34 lakhs on Standalone basis and ₹ 2,632.20 lakhs on Consolidated basis and Total Tax expense ₹ 777.82 lakhs on Standalone basis and ₹ 866.90 lakhs on Consolidated basis. The Basic and Diluted Earnings per share of the company as on 31st March, 2026 is ₹ 14.96 on a standalone basis and ₹17.23 on consolidated basis.

Standalone Financial Review

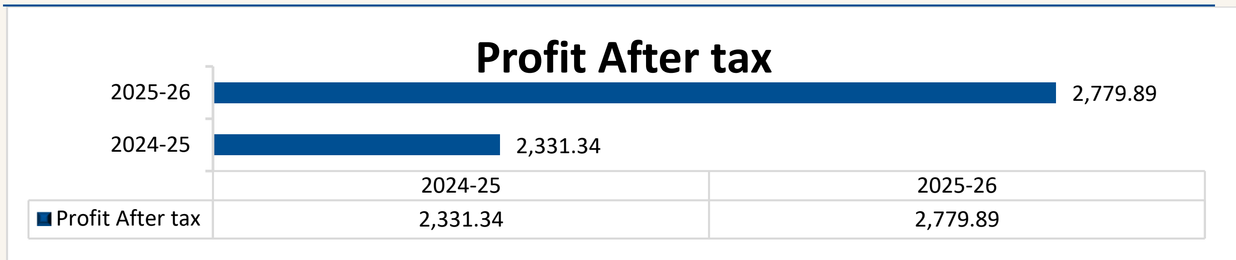
Revenue from operations (Amount in Lakhs)



Profit Before tax



Profit After tax



Foreign Currency Risks

Volatility in global economies have become the new common in recent times and since India IT industry is largely focused on markets outside India, fluctuations in major currencies due to unstable economic conditions impact revenue and profits of the IT industry. However, the company has a defined policy for managing its foreign exchange exposure minimizing the currency risk which results in stable earnings.

Human Resources

The company maintains strong relationships with its employees, prioritizing a balanced work-life approach that fosters innovation, excellence, and mutual trust between personnel and the organization. As of March 31, 2026, the Company employs a total of 441 permanent staff members. In addition, the company is committed to ongoing training programs designed to enhance both technical and behavioral skills at every level, supporting the development of a dynamic and innovative work culture. The directors would like to express their sincere gratitude to all employees for their unwavering support.

Cautionary Statement

Statements made in this Management Discussions and Analysis describing Company's objectives and predictions may be "forward-looking Statements" involving future plans of the Company within the meaning of applicable laws and regulations. Actual results may differ from those expressed herein. The Company is dependent on factors that can impact the operations i.e. Government regulations, tax regimes, and economic developments within India and other countries. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. The following discussion and analysis should be read in conjunction with the Company's financial statements included in this report and the notes thereto. Investors are also requested to note that this discussion is based on the Standalone Financial Results of the Company.

KEY FINANCIAL RATIOS:

The key Financial Ratios during Financial Year 2025-26 and Financial Year 2024-25 are as below:

Sr. No.	Particulars	Numerator	Denominator	2025-26	2024-25	% Change	Reason
1	Current Ratio (In Times)	Current Assets	Current Liabilities	5.28	4.94	6.92%	-
2	Debt – Equity Ratio (In Times)	Total Debt = *Borrowings*	Shareholder's Equity = *Total Equity*	0.02	0.04	37.80%	Total Equity Increased compare to last year
3	Debt Service Coverage Ratio (In Times)	Earnings available for debt service= *Net Profit before taxes + non-cash operating expenses + Interest + other adjustments*	Debt Service = *Interest + Principal Repayments*	84.19	67.35	25.00%	Debt service cost decreased compare to last year
4	Return on Equity (ROE) (In %)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	40%	52%	22.25%	-

Sr. No.	Particulars	Numerator	Denominator	2025-26	2024-25	% Change	Reason
5	Inventory Turnover Ratio (In Times)	Cost of goods sold OR sales	Average Inventory	-	-	-	The Company is operating under service Industry therefore this ratio is Not Applicable.
6	Trade receivables turnover ratio (In Times)	Net Credit Sales = Revenue from Operation	Average Accounts Receivable	7.90	8.92	11.50%	-
7	Trade payables turnover ratio (In Times)	Net Credit Purchases = Purchase Cost	Average Trade Payables (Trade Payable related to Product Purchase)	3.96	8.63	54.17%	Average Trade Payables increased as compare to last year.
8	Net capital turnover ratio (In Times)	Net Sales = Revenue from Operation	Average Working Capital	1.56	2.05	24.21%	-
9	Net profit ratio (In %)	Net Profit = Profit for the period	Net Sales = Revenue from Operation	27.34%	27.16%	0.66%	-
10	Return on capital employed (ROCE) (In %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	44.92%	52.88%	15.04%	-
11	Return on investment (In %)	Income generated from invested funds	Average invested funds in treasury investments	6.46%	8.08%	19.99%	-

For and on behalf of the Board
For, **Nintec Systems Limited**

Date: 11th August, 2026
Place: Ahmedabad
Email: investors@nintecsystems.com
Web: www.nintecsystems.com

Sd/-
Niraj Gemawat
Managing Director
DIN: 00030749

Sd/-
Indrajeet Mitra
Director
DIN: 00030788

Standalone Independent Auditors' Report

We Enable Business Growth with Innovative Technology Solution

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Nintec Systems Limited
Ahmedabad

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Nintec Systems Limited** ('the Company'), which comprise the balance sheet as at **March 31, 2026**, the statement of profit and loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2026**, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. However, we have no such matters to be reported under this para.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Annual Report, if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance and as may be legally advised. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2.

A. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on **March 31, 2026** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2026** from being appointed as a director in terms of Section 164 (2) of the Act.
   f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
   g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
   iv.
      (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

v. The Company has not declared any dividend during the year under audit.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tempered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052HNDWNA7439
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-
380058

Place: AHMEDABAD
Date: May 27, 2026

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the period ended **March 31, 2026**, we report that:

(i)

(a)

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no intangible assets of the Company so this clause is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment. In accordance with this programme, certain Property, Plant and Equipment were verified during the period. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification by us.

(c) According to the information and explanations given to us, the company is not having any immovable property. Accordingly, the provisions of clause (i) (c) of paragraph 3 of the Order are not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)

(a) According to the information and explanations given to us, the Company does not hold any physical inventories. Accordingly, the provisions of clause (ii) (a) of paragraph 3 of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets, so this clause is not applicable.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, so clause (a) to (f) are not applicable.

(iv) According to the information and explanations given to us, there are no transactions made in respect of loans, investments, guarantees, and security in respect to section 185 and 186 of the Companies Act, 2013 so this clause is not applicable.

(v) According to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year, so this clause is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it), so this clause is not applicable.

(vii)

(a) According to the records provided by the Company, the company has been regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at **March 31, 2026** for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix)

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds if any raised on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013 so this clause is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013 so this clause is not applicable.

(x)

(a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) so this clause is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year so this clause is not applicable.

(xi)

(a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no material fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company so this clause is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

(xiv)

(a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 so this clause is not applicable.

(b) According to the information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934 so this clause is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India so this clause is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC so this clause is not applicable.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year so this clause is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052HNDWNA7439
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-380058

Place: AHMEDABAD
Date: May 27, 2026

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")
(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls over financial reporting of **Nintec Systems Limited** ("the Company") as of **March 31, 2026** in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at **March 31 2026**, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052HNDWNA7439
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-380058

Place: AHMEDABAD
Date: May 27, 2026

Balance Sheet

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Standalone Balance Sheet as on March 31, 2026

(Amount in ₹ Lakhs)

Particulars	**Note No.**	**As at March 31, 2026**	**As at March 31, 2025**
A. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	**2**	545.88	738.56
(b) Financial Assets			
(i) Other Financial Assets	**5**	23.67	18.67
(c) Investments	**3(A)**	9.18	9.18
(d) Deferred tax assets (net)	**10**	195.29	56.41
Total Non - Current Assets		**774.01**	**822.81**
2. Current assets			
(a) Financial Assets			
(i) Investments	**3(B)**	3,617.83	2,041.47
(ii) Trade receivables	**4**	1,514.39	1,061.78
(iii) Cash and cash equivalents	**7**	3,394.01	2,412.61
(iv) Other Financial Assets	**5**	11.08	5.30
(b) Current Tax Assets	**10**	972.21	750.02
(c) Other current assets	**6**	236.26	201.14
Total Current Assets		**9,745.77**	**6,472.31**
Total Assets (1+2)		**10,519.78**	**7,295.12**
B. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	**21**	1,857.60	1,857.60
(b) Other Equity		6,315.15	3,822.68
Total equity (I+II)		**8,172.75**	**5,680.28**
LIABILITIES			
2. Non-current liabilities			
(a) Borrowings	**8**	188.82	210.99
(b) Provisions	**11**	117.12	92.67
(c) Deferred tax liabilities (Net)	**10**	-	-
(d) Other Financial Liabilities	**12**	194.54	-
Total Non - Current Liabilities		**500.47**	**303.66**
3. Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	**9**		
- Total outstanding dues of micro enterprises and small enterprises		3.62	0.95
- Total outstanding dues of creditors other than micro enterprises and small		160.15	76.28
(ii) Other Financial Liabilities	**12**	179.31	-
(b) Provisions	**11**	435.22	350.76
(c) Current Tax Liabilities	**10**	990.44	798.86
(d) Other current liabilities	**13**	77.80	84.33
Total Current Liabilities		**1,846.55**	**1,311.18**
Total Equity and Liabilities (1+2+3)		**10,519.78**	**7,295.12**

The accompanying notes form an integral part of the financial statements

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Statement of Profit & Loss

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Standalone Statement of Profit and Loss for the period ended March 31, 2026

(Amount in ₹ Lakhs)

	Particulars	Note No.	For the year ended March 31,2026 (Yearly)	For the year ended March 31,2025 (Yearly)
I	Revenue from operations	14	10,169.56	8,584.70
II	Other Income	15	196.72	445.58
III	**Total Revenue (I + II)**		**10,366.29**	**9,030.28**
IV	**Expenses**			
	(a) Purchase Cost	16	82.16	105.75
	(b) Employee benefit expense	17	4,880.79	4,508.94
	(c) Finance costs	18	31.42	26.85
	(d) Depreciation and amortisation expense	2	251.80	206.52
	(e) Other expenses	19	1,392.01	1,073.06
	Total Expenses (IV)		**6,638.19**	**5,921.12**
V	**Profit before tax (III - IV)**		**3,728.10**	**3,109.16**
VI	**Tax Expense**			
	(1) Current tax	10	990.44	798.86
	(2) Deferred tax	10	(42.22)	(21.58)
	(3) Short provision of earlier year		(0.01)	0.54
	Total tax expense (VI)		**948.21**	**777.82**
VII	**Profit for the period (V-VI)**		**2,779.89**	**2,331.34**
VIII	**Other comprehensive income**			
	A (i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements of the defined benefit liabilities / (asset), net of tax		(7.65)	(3.26)
	B (i) Items that may be reclassified to profit or loss			
	(a) Fair value changes on derivatives designated as cash flow hedge, net of tax		(279.76)	-
IX	**Total other comprehensive income for the period**		**(287.41)**	**(3.26)**
X	**Total comprehensive income for the period**		**2,492.48**	**2,328.07**
XI	**Earnings per equity share :**			
	(1) Basic	20	14.96	12.55
	(2) Diluted	20	14.96	12.55
	Weighted average equity shares used in computing earnings per equity share :			
	(1) Basic	20	18,576,000	18,576,000
	(2) Diluted	20	18,576,000	18,576,000

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Cash Flow Statement

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Standalone Cash Flow Statement as on March 31, 2026

CASH FLOW STATEMENT - INDIRECT METHOD **(Amount in ₹ Lakhs)**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from operating activities		
Profit before tax for the year	**3,728.10**	**3,109.16**
Adjustments for:		
Depreciation and amortisation	251.80	206.52
Profit/(Loss) on Sale of Property, Plant and Equipment	(0.31)	-
Finance costs recognised in profit or loss	28.19	24.48
Investment income recognised in profit or loss	(117.00)	(52.45)
Other Adjustments	-	(4.36)
Net (gain)/loss arising on financial assets	(175.44)	(146.29)
	3,715.33	**3,137.06**
Movements in working capital:		
Increase in trade and other receivables	(452.60)	(198.96)
(Increase)/decrease in Financial and other Financial assets	(10.78)	(6.07)
(Increase)/decrease in other assets	(35.12)	(71.10)
Decrease in trade and other payables	86.54	15.08
Increase/(decrease) in provisions	98.68	85.42
(Decrease)/increase in other liabilities	(6.53)	7.59
	(319.81)	**(168.04)**
Cash generated from operations	**3,395.52**	**2,969.01**
Income taxes paid	(1,027.28)	(734.82)
Net cash generated by operating activities	**2,368.24**	**2,234.19**
Cash flows from investing activities		
Interest received	117.00	52.45
Redemption /(Acquisition) of Investments, net	(1,400.93)	(128.45)
Payments for property, plant and equipment	(59.14)	(538.32)
Receipt from property, plant and equipment	0.35	-
Net cash (used in)/generated by investing activities	**(1,342.72)**	**(614.32)**
Cash flows from financing activities		
Proceeds from Borrowings	-	-
Repayment of Borrowings	(22.17)	(24.55)
Interest paid	(21.96)	(24.48)
Net cash used in financing activities	**(44.13)**	**(49.02)**
Net increase/(decrease) in cash and cash equivalents	**981.40**	**1,570.85**
Cash and cash equivalents at the beginning of the year	2,412.61	841.76
Cash and cash equivalents at the end of the year	**3,394.01**	**2,412.61**

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Notes forming part of Financial Statements

We Enable Business Growth with Innovative Technology Solution

1. COMPANY OVERVIEW & SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2026

1.1 COMPANY OVERVIEW

NINtec Systems Limited (The Company or NINtec) is a leading provider of software engineering, digital transformation, and technology consulting services, with a strategic focus on AI-first solutions delivered through application engineering, cloud services, business analytics, and artificial intelligence and machine learning offerings to clients across multiple industry verticals and geographies.

The Company is a public limited Company incorporated and domiciled in India and has registered office in Ahmedabad, Gujarat, India. The Company is listed on the BSE & NSE.

The financial statements are approved for issue by Company's Board of Directors on May 27, 2026.

1.2 SIGNIFICANT ACCOUNTING POLICIES:

a Basis of Preparation of Financial Statements:

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.
Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(i) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the functional currency.

(ii) Basis of Measurement

These Standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

(iii) Use of Estimates and Judgements:

In preparing these financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses. Actual results may differ from these estimates.

- Estimates:

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized prospectively.

- Judgements:
There are no significant judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements.

- Assumptions and estimation uncertainties:
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year, if any, are included in the respective note.

- Measurement of fair value
The Company has established policies with respect to the measurement of fair values. The Company regularly reviews significant valuation adjustments. Significant valuation issues are reported to the Company's Board of Directors.

b Financial instruments

i) Initial Recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost
A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)
A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(v) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

b. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(i) Financial assets or financial liabilities, at fair value through profit or loss

This category includes derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

(ii) Cash flow hedge

The Company designates certain foreign exchange forward and options contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

iii) De-recognition

a) Financial Assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset is transferred or in which the Company neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all the risks and rewards of the transferred assets, the transferred assets are not derecognized.

b) Financial Liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the profit or loss.

iv) Offsetting

Financial assets and financial liabilities are off set and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

vi) Impairment

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets and unbilled revenues which are not fair valued through profit or loss. Loss allowance for trade receivables and unbilled revenues with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considers current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates.

The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Statement of Profit and Loss.

Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign exchange risk and interest rate risk).

The Company's board of directors has framed a Risk Management Policy and plan for enabling the Company to identify elements of risk as contemplated by the provisions of the Section 134 of the Companies Act 2013. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

[A] Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises partially from the Company's receivables from customers, loans and investment in debt securities. The carrying amount of financial assets represent the maximum credit risk exposure. The Company has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

The carrying amount of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting was:

Maximum Exposure to Credit Risk **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Investments	3,617.83	2,041.47
Trade receivables	1,514.39	1,061.78
Cash and cash equivalents (Including Bank Balance)	3,394.01	2,412.61
Other Financial Assets	34.74	23.96
Total Exposure	**8,560.97**	**5,539.82**

To cater to the credit risk for investments in mutual funds and bonds, only high rated mutual funds/ bonds are accepted.

The Company has given security deposits to vendors for rental deposits for office properties, securing services from them and deposits with government departments. The Company does not expect any default from these parties and accordingly the risk of default is negligible or nil.

Trade receivables and contract assets are typically unsecured and derived from revenue earned from customers primarily located in India, USA and EMEA(Europe, the Middle East and Africa) Countries.

The Company's exposure to credit risk for trade receivables by geographic region is as follows :

(Amount in ₹ Lakhs)

	Carrying Amount	
	As at March 31, 2026	As at March 31, 2025
India	128.91	874.41
USA	65.47	168.54
EMEA	1,320.00	18.83
	1,514.39	1,061.78

The Company has applied the simplified approach for measuring lifetime expected credit losses on trade receivables and contract assets. Based on historical default rates and forward-looking information, the expected credit losses as at 31 March 2026 and as at 31 March 2025 are assessed to be immaterial. Accordingly, no loss allowance has been recognised. The Company continues to monitor credit risk on an ongoing basis.

Credit risk has always been managed by the Company through credit approval, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit term in normal course of business. Credit limits are established for each customers and received quarterly.

Ageing of Trade Receivables **(Amount in ₹ Lakhs)**

Ageing Bucket	Carrying Amount	
	As at March 31, 2026	As at March 31, 2025
0–30 days	942.09	947.86
31–60 days	540.45	22.41
61–90 days	-	91.51
More than 90 days	31.85	-
Total	1,514.39	1,061.78

Majority of investments of the Company are fair valued based on Level 1 or Level 2 inputs. These investments primarily include investment in liquid mutual fund units.The Company invests after considering counterparty risks based on multiple criteria including Tier I capital, Capital Adequacy Ratio, Credit Rating, Profitability and deposit base of banks and financial institutions.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high ratings assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Company has considered the latest available credit ratings as at the date of approval of these financial statements.

[B] Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company’s reputation.

The Company’s principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements.

As at March 31, 2026, the Company had a working capital of ₹ 7,899.22 lakhs including cash and cash equivalents of ₹ 3,394.01 lakhs and current investments of ₹ 3,617.83 lakhs. As at March 31, 2025, the Company had a working capital of ₹ 5,161.13 lakhs including cash and cash equivalents of ₹ 2,412.61 lakhs and current investments of ₹ 2,041.47 lakhs.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amount in ₹ Lakhs)

As at 31 March 2026	Contractual cash flows				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Trade Payables	161.68	2.09	-	-	163.77
Borrowings	27.43	30.56	130.83	-	188.82

As at 31 March 2025	Contractual cash flows				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Trade Payables	75.05	2.18	-	-	77.23
Borrowings	22.17	27.43	30.56	130.83	210.99

[C] Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the company’s income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk on account of its receivables and other payables in foreign currency. The functional currency of the Company is Indian Rupee. The Management endeavours to minimize economic and transactional exposures arising from currency movements against the US Dollar, Euro, Great Britain Pound, Canadian dollar, Singapore dollar. The Company manages the risk by netting off naturally-occurring opposite exposures wherever possible, and then dealing with any material residual foreign currency exchange risks if any.

Exposure to Foreign Currency risk

The foreign currency risk from financial assets and liabilities as at March 31, 2026 is as follows :

(Amount in ₹ Lakhs)

Particulrs	EURO	USD
Net Financial Assets	18.90	1.04
Net Financial Liabilities	0.62	-

The foreign currency risk from financial assets and liabilities as at March 31, 2025 is as follows :

Particulrs	EURO	USD
Net Financial Assets	21.38	0.77
Net Financial Liabilities	-	-

Sensitivity Analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollar, Euro, Great Britain Pound, Canadian dollar at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(Amount in ₹ Lakhs)

Effects in INR	For the year ended 31 March 2026		For the year ended 31 March 2025	
	5% Movement		5% Movement	
Particulrs	Strengthening	Weakening	Strengthening	Weakening
EURO	103.02	(103.02)	98.68	(98.68)
USD	4.93	(4.93)	3.28	-3.28

(ii) Interest Rate Risk

The Company's investments are primarily in fixed rate interest bearing investments. Hence, the Company is not significantly exposed to interest rate risk.

(iii) Market Price Risk

Exposure

The Company's exposure to mutual funds arises from investments held by the Company and classified in the balance sheet as fair value through profit and loss only.

To manage its price risk arising from investments, the Company diversifies its portfolio. Diversification of 'the portfolio is done in accordance with the limits set by the Company."

Sensitivity Analysis

Company is having investment in mutual funds and investment in subsidiaries.

For Investments classified at Fair value through profit or loss, the impact of a 2% increase in their fair value at the reporting date on profit or loss would have been an increase of INR 54.14 lakhs after tax (31 March, 2025: INR 30.55 lakhs) and PBT by INR 72.35 lakhs (31 March, 2025: INR 40.83 lakhs) . An equal change in the opposite direction would have decreased profit or loss by INR 54.14 lakhs after tax (31 March, 2025: INR 30.55 lakhs) and PBT by INR 72.35 lakhs(31 March, 2025: INR 40.83 lakhs)

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable inputs

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

31 March 2026	Carryng Amount	FVTPL	FVTOCI	Amortised Cost	Total	Fair Value			Total
						Level 1	Level 2	Level 3	
Financial Asset									
Non Current									
Investments	9.18	-	-	9.18	9.18	-	-	-	-
Other Financial Assets	23.67	-	-	23.67	23.67	-	-	-	-
Current									
Investments	3,617.83	3,617.83	-	-	3,617.83	3,617.83	-	-	3,617.83
Trade receivables	1,514.39	-	-	1,514.39	1,514.39	-	-	-	-
Cash and cash equivalents	3,394.01	-	-	3,394.01	3,394.01	-	-	-	-
Other Financial Assets	11.08	-	-	11.08	11.08	-	-	-	-
	8,570.14	**3,617.83**	**-**	**4,952.32**	**8,570.14**	**3,617.83**	**-**	**-**	**3,617.83**
Financial Liability									
Non Current									
Borrowings	188.82	-	-	188.82	188.82	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	194.54	-	194.54	-	194.54	-	194.54	-	194.54
Current									
Trade Payable	163.77	-	-	163.77	163.77	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	179.31	-	179.31	-	179.31	-	179.31	-	179.31
	726.44	**-**	**373.85**	**352.59**	**726.44**	**-**	**373.85**	**-**	**373.85**

31 March 2025	Carryng Amount	FVTPL	FVTOCI	Amortised Cost	Total	Fair Value			Total
						Level 1	Level 2	Level 3	
Financial Asset									
Non Current									
Investments	9.18	-	-	9.18	9.18	-	-	-	-
Other Financial Assets	18.67	-	-	18.67	18.67	-	-	-	-
Current									
Investments	2,041.47	2,041.47	-	-	2,041.47	2,041.47	-	-	2,041.47
Trade receivables	1,061.78	-	-	1,061.78	1,061.78	-	-	-	-
Cash and cash equivalents	2,412.61	-	-	2,412.61	2,412.61	-	-	-	-
Other Financial Assets	5.30	-	-	5.30	5.30	-	-	-	-
	5,549.00	**2,041.47**	**-**	**3,507.53**	**5,549.00**	**2,041.47**	**-**	**-**	**2,041.47**
Financial Liability									
Non Current									
Borrowings	210.99	-	-	210.99	210.99	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	-	-	-	-	-	-	-	-	-
Current									
Trade Payable	77.23	-	-	77.23	77.23	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	-	-	-	-	-	-	-	-	-
	288.22	**-**	**-**	**288.22**	**288.22**	**-**	**-**	**-**	**-**

c Property, Plant and Equipments:

(i) Recognition and measurement :

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.

The Company depreciates property, plant and equipment over the estimated useful lives using the Written Down Value Method. The estimated useful lives of assets are as follows :

Category of property, plant and equipment	Estimated useful lives
Buildings	30 Years
Computer Equipment	3 Years
Office Equipment	5 Years
Furniture and Fixtures	10 Years
Vehicles - Freehold	8 Years
Electric Instruments & Installation	10 Years

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(ii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

d Impairment of assets

1. Impairment of financial assets

The Company recognizes loss allowances for financial assets measured at amortized cost using expected credit loss model.

At each reporting date, the Company assesses whether financial assets carried at amortized cost is credit- impaired. A financial asset is ‘credit- impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset, have occurred.

For trade receivables, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

For all other financial assets, the Company measures loss allowances at an amount equal to twelve months expected credit losses unless there has been a significant increase in credit risk from initial recognition in which those are measured at life time expected credit risk.

Life time expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial asset. Twelve months expected credit losses are the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the twelve months after the reporting date (or a shorter period if the expected life of the instrument is less than twelve months).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 360 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

2. Impairment of non-financial assets

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

e Foreign Currency Transaction:

Transactions in foreign currencies are translated into INR, the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

The Company enters into derivate contracts strictly for hedging purposes and not for trading or speculation. Derivative transactions settlement take place with the terms of the respective contracts and Profit/Loss if any is recognized at the time of settlement of the contract.

f Income Tax:

(1) Provision for Current Tax is made as per the provisions of the Income Tax Act, 1961.

(2) Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

(3)The Company has opted for Section 115BAA of the Income Tax Act, 1961, hence provisions of MAT are not applicable to the company.

g Revenue Recognition:

Recognition of Revenue from Rendering of Services

Revenues from customer’s contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services (“performance obligations”) to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services (“transaction price”). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. Based on the assessment of contractual arrangements, there are no discounts, rebates, incentives, or other forms of variable consideration applicable to the revenue recognized during the reporting period.

Revenue from sale of licenses for software products is recognised when the significant risks and rewards of ownership have been transferred to the buyer which generally coincides with delivery of licenses to the customers, recovery of the consideration is probable, the associated costs and possible return of software sold can be estimated reliably, there is no continuing effective control over, or managerial involvement with the licenses transferred and the amount of revenue can be measured reliably.

Revenue from services rendered is recognized in proportion to the stage of completion of the transaction at the reporting date. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

The revenue from fixed price contracts for software implementation is recognized based on proportionate completion method based on hours expended, and foreseeable losses on the completion of contract, if any are recognized immediately. Efforts or costs expended have been used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the lives of the contracts and are recognized in profit or loss in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

Revenue from annual technical service and maintenance contracts is recognised ratably over the term of the underlying maintenance arrangement.

Amounts received or billed in advance of services to be performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

Other Income
Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain / loss on forward and options contracts and on translation of foreign currency assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

h Expenditure :
Expenditure is recognized on accrual basis.

i Employee Retirement Benefits:
i) Gratuity:
The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death and on attending specified years of completed services as per The Payment of Gratuity Act, 1972. Liabilities with regards to Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using Projected Unit Credit Method.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as as an asset or liability. Gains and losses through remeasurement of the net defined benefit liability / (asset) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The New Labour Codes prescribe an uniform definition of the term ‘wages’, which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.

ii) Provident Fund:
The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary, which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company.

The Company has no further obligations other than its monthly contributions.

iii) Leave Encashment:
The Company is not having any policy for payment of leave encashment so no provision for the same has been made.

j Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

k Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

l Inventories

The Company is not having any Inventory.

m Earning Per Share:

In determining earnings per share, the company considers the net profit / loss after tax. The no. of shares used in computing both basic and dilutive earnings per share is the weighted average number of shares outstanding during the period. There is no potential dilutive equity shares.

n Cash Flow Statement

Cash flows are reported using the indirect method whereby the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

o Segment Reporting

The company has only one reportable business segment. Hence, Segment Reporting as defined in IND AS-108 is not applicable.

p Application of new standards and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Company applied following amendments for the first-time during the current year which are effective from 1 April 2025:

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements.

Classification of Liabilities as Current or Noncurrent and Non-current Liabilities with Covenants - Amendments to Ind AS 1:

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statement.

q New standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Classification of Liabilities as Current or Noncurrent and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Company's Financial Statements.

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Statement of changes in equity for the period ended March 31, 2026

A. EQUITY SHARE CAPITAL

Issued and Paid up Equity Share Capital **(Amount in ₹ Lakhs)**

Particulars	Note	Number of Shares	Equity share capital
As at April 1, 2024		18,576,000	1,857.60
Changes in equity share capital during the year :			
Add: Shares issued during the year		-	-
Add/(Less): Restated Balance during the year		-	-
Balance at March 31, 2025	**21**	**18,576,000**	**1,857.60**
Changes in equity share capital during the year :			
Add: Shares issued during the year		-	-
Add/(Less): Restated Balance during the year		-	-
Balance at March 31, 2026		**18,576,000**	**1,857.60**

B. OTHER EQUITY **(Amount in ₹ Lakhs)**

Particulars	Reserves and Surplus	Items of other comprehensive income			Total
	Retained earnings	Actuarial Gain / (Loss) (Net of Tax)	Effective portion of cash flow hedges	Other items of Other comprehensive income	
Balance as of April 1, 2024	1,523.47	(28.86)	-	-	1,494.61
Changes in accounting policy/ prior period errors	-	-	-	-	-
Remeasurement of net defined benefit liability/asset, net of Tax	-	(3.26)	-	-	(3.26)
Transfer to retained earnings	2,331.34	-	-	-	2,331.34
Balance as at March 31, 2025	**3,854.80**	**(32.12)**	**-**	**-**	**3,822.68**

(Amount in ₹ Lakhs)

Particulars	Reserves and Surplus	Items of other comprehensive income			Total
	Retained earnings	Actuarial Gain / (Loss) (Net of Tax)	Effective portion of cash flow hedges	Other items of other comprehensive income	
Balance as of April 1, 2025	3,854.80	(32.12)	-	-	3,822.68
Changes in accounting policy/ prior period errors	-	-	-	-	-
Remeasurement of net defined benefit liability/asset, net of Tax	-	(7.65)	-	-	(7.65)
Fair value changes on derivatives designated as cash flow hedge	-	-	(279.76)		(279.76)
Transfer to retained earnings	2,779.89	-	-	-	2,779.89
Balance as at March 31, 2026	**6,634.69**	**(39.78)**	**(279.76)**	**-**	**6,315.15**

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Notes to Standalone financial statements for the period ended March 31, 2026

Note No. 2 - Property, Plant and Equipment

The changes in the carrying value of property, plant and equipment for the period ended March 31, 2026 are as follows : **(Amount in ₹ Lakhs)**

Description of Assets	Buildings	Computer Equipment	Office Equipment	Furniture and Fixtures	Vehicles - Freehold	Electric Instruments & Installation	Total
I. Gross Block							
Balance as at 1 April, 2025	27.52	253.20	75.86	55.21	777.94	17.37	1,207.09
Additions	12.80	22.36	7.99	12.21	-	3.78	59.14
Disposals/Deductions	-	0.51	-	-	-	-	0.51
Balance as at 31th March, 2026	**40.32**	**275.05**	**83.85**	**67.42**	**777.94**	**21.15**	**1,265.72**
II. Accumulated depreciation and impairment for the year 2025-26							
Balance as at 1 April, 2025	7.87	211.94	45.55	25.37	170.80	6.99	468.53
Depreciation / amortisation expense for the year	2.48	32.27	15.26	8.98	189.61	3.21	251.80
Depreciation on Disposed Asset	-	0.48	-	-	-	-	0.48
Balance as at 31th March, 2026	**10.35**	**243.73**	**60.81**	**34.35**	**360.41**	**10.20**	**719.85**
Net block (I-II)							
Balance as at 31th March, 2026	**29.97**	**31.32**	**23.04**	**33.07**	**417.53**	**10.95**	**545.88**
Balance as on 31st March, 2025	19.64	41.26	30.31	29.84	607.13	10.38	

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2025 are as follows : **(Amount in ₹ Lakhs)**

Description of Assets	Buildings	Computer Equipment	Office Equipment	Furniture and Fixtures	Vehicles - Freehold	Electric Instruments & Installation	Total
I. Gross Block							
Balance as at 1 April, 2024	22.91	224.05	53.21	46.82	313.43	8.35	668.78
Additions	4.60	29.15	22.65	8.39	464.51	9.02	538.32
Disposals/Deductions							-
Balance as at 31st March, 2025	**27.52**	**253.20**	**75.86**	**55.21**	**777.94**	**17.37**	**1,207.09**
II. Accumulated depreciation and impairment for the year 2024-25							
Balance as at 1 April, 2024	6.14	164.08	25.95	15.88	45.05	4.91	262.01
Depreciation / amortisation expense for the year	1.73	47.86	19.60	9.49	125.75	2.08	206.52
Depreciation on Disposed Asset	-	-	-	-	-	-	-
Balance as at 31st March, 2025	**7.87**	**211.94**	**45.55**	**25.37**	**170.80**	**6.99**	**468.53**
Net block (I-II)							
Balance as at 31st March, 2025	**19.64**	**41.26**	**30.31**	**29.84**	**607.13**	**10.38**	**738.56**
Balance as at 31st March, 2024	16.77	59.97	27.26	30.94	268.37	3.44	

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Notes to Standalone financial statements for the period ended March 31, 2026

(Amount in ₹ Lakhs)

Non Current Investment

3(A) Investment	**As at March 31, 2026**	**As at March 31, 2025**
Investment in Wholly Owned Subsidiary		
Unquoted		
Investment carried at cost		
Nintec Systems B.V.	9.18	9.18
(10,00,000 Equity Shares of EURO 0.01 per share, fully paid)		
	9.18	**9.18**

Note :
Company has made Invesment by infusing capital of EUR 10,000/- in its wholly owned subsidiary "NINtec Systems B.V." on 23-Nov-2023.

Current Investments

3(B) Investment		**As at March 31, 2026**	**As at March 31, 2025**
Unquoted			
Investments carried at fair value through profit or loss			
Liquid Mutual Fund Units (Refer Note 3.1)		3,617.83	2,041.47
	Total	**3,617.83**	**2,041.47**

Note 3.1: Details of Investment in Liquid Mutual Fund		**As at March 31, 2026**	**As at March 31, 2025**
Investments in Liquid Mutual Fund (Unquoted)			
Liquid Mutual Fund Units			
HDFC Money Market Fund- Growth Option		3,475.83	1,958.73
HDFC Money Market Fund - Regular Plan Growth		0.001	0.001
Franklin India Liquid Fund		4.24	3.99
Franklin India Savings Fund Retail Option		6.69	6.28
Nippon India Liquid Fund-Growth Plan		131.06	72.46
	Total	**3,617.83**	**2,041.47**
Aggregate amount of unquoted investments		3,627.00	2,050.64
Investments carried at cost		9.18	9.18
Investments carried at fair value through profit or loss		3,617.83	2,041.47

4 Trade receivables		**As at March 31, 2026**	**As at March 31, 2025**
Current			
Unsecured			
(a) Unsecured, considered good		1,514.39	1,061.78
(b) Doubtful		-	-
Less: Allowance for Credit Losses		-	-
Total	**Total**	**1,514.39**	**1,061.78**

Ageing for trade receivable - current outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More Than 3 Years	Total
(i) Undisputed Trade receivables – considered good	1,514.39	-	-	-	-	1,514.39
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	1,514.39	**-**	**-**	**-**	**-**	**1,514.39**

(Amount in ₹ Lakhs)

Ageing for trade receivable - current outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More Than 3 Years	Total
(i) Undisputed Trade receivables – considered good	1,061.78	-	-	-	-	1,061.78
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	1,061.78	-	-	-	-	**1,061.78**

5 Other Financial Assets

	As at March 31, 2026	As at March 31, 2025
Non-Current		
Security Deposits	1.88	1.88
Rental Deposits	21.79	16.79
	23.67	**18.67**
Current		
Deposits with Govt. Authorities	-	0.25
Interest accrued on FDR	11.08	5.05
	11.08	**5.30**
Total	**34.74**	**23.96**

6 Other Assets

	As at March 31, 2026	As at March 31, 2025
Current		
Balance with Govt. Authorities	115.16	84.07
Advance to Staff - for Onsite Tours	25.62	49.46
Other Advance	1.06	-
Prepaid Expenses	94.42	67.61
Total	**236.26**	**201.14**

7 Cash and Cash Equivalents

	As at March 31, 2026	As at March 31, 2025
Balance with Banks		
In Current Accounts	1,518.83	1,224.50
In Deposit Accounts	1,864.59	1,180.32
Cash in hand		
Cash on hand	2.85	2.87
Currency on hand	7.74	4.92
Total	**3,394.01**	**2,412.61**

8 Non Current Borrowing

	As at March 31, 2026	As at March 31, 2025
Secured borrowings		
Term Loans		
From Banks/NBFCs	188.82	210.99
	188.82	**210.99**

(Amount in ₹ Lakhs)

9 Trade Payables	**As at March 31, 2026**	**As at March 31, 2025**
Trade payables - Product	17.03	24.50
Others	146.74	52.73
Total	**163.77**	**77.23**

Ageing for trade payable outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	3.62	-	-	-	3.62
(ii) Others	158.06	2.09	-	-	160.15
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
	161.68	**2.09**	**-**	**-**	**163.77**

Ageing for trade payable outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	0.95	-	-	-	0.95
(ii) Others	74.10	2.18	-	-	76.28
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
	75.05	**2.18**	**-**	**-**	**77.23**

Due to micro, small and medium enterprises

Under the Micro Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 2nd October, 2006, certain disclosers are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below.

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Principal amount remaining unpaid to any supplier as at the year end.	3.62	0.95
Interest due thereon	-	-
Amount of interest paid by the company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
Amount of further interest remaining due and payable even in succeeding years.	-	-

The disclosure in respect of the amount payable to enterprises which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made based on the information received and available with the Company. On the basis of such information, no interest is payable to any micro, small and medium enterprises. These facts have been relied upon by the auditors.

(Amount in ₹ Lakhs)

10 Income Tax and Deferred Tax

Income Tax expense in the Statement of Profit & Loss comprised

Particulars	As at March 31, 2026	As at March 31, 2025
Current Tax	990.43	798.86
Deferred Tax Liability / (Asset)	(42.22)	(21.58)

Income Tax Asset / Income Tax Liabilities recognised in the Balancesheet

Particulars	As at March 31, 2026	As at March 31, 2025
Current Income Tax Asset	972.21	750.02
Current Income Tax Liability	990.44	798.86
Net Current Income Tax assets / (liability) at the end	**(18.23)**	**(48.85)**

Reconciliation of Effecive Tax rate

Particulars	As at March 31, 2026	As at March 31, 2025
Profit before Tax (A)	**3,728.10**	**3,109.16**
Tax rate	25.17%	25.17%
Tax using the Company's tax rate	938.29	782.51
Adjustments		
Non Deductible Expense	11.00	4.86
Tax effect of income exempt/ non taxable/ taxed on lower rate	(1.14)	(10.09)
Tax Provision(Reversal) of earlier years	(0.01)	0.54
Others	0.08	-
Income tax recognised in statement of profit and loss for the current year (B)	**948.21**	**777.82**
Effective Tax Rate (B/A)	**25.43%**	**25.02%**

Entire Deferred Income Tax Asset for the year/period ended March 31, 2026 and March 31, 2025 relates to origination and reversal of temporary difference

Deferred Tax Assets / Liabilities (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Liability		
Timing difference between book and tax depreciation	-	-
Gross Deferred Tax Liability	**-**	**-**
Deferred Tax Asset		
On Disallowances under the Income Tax Act, 1961.- Gratuity	46.88	27.07
Timing difference between book and tax depreciation	54.32	29.33
Derivative Financial Instruments	94.09	-
Gross Deferred Tax Assets	**195.29**	**56.41**
Net Deferred Tax Asset	**195.29**	**56.41**

(Amount in ₹ Lakhs)

(a) Movement in deferred tax assets (net) for the period ended 31st March, 2026

Particulars	Opening Balance as at 1st April, 2025	Recognised in Profit and Loss	Recognised in OCI	Closing Balance as at 31st March, 2026
Tax effect of items constituting deferred tax assets :				
Employee Benefits	27.07	17.23	2.57	46.88
Property, Plant and Equipment	29.33	24.99	-	54.32
Derivative Financial Instruments	-	-	94.09	94.09
Total (A)	**56.41**	**42.22**	**96.66**	**195.29**
Tax effect of items constituting deferred tax liabilities:				
Preliminary Expense	-	-	-	-
Total (B)	**-**	**-**	-	-
Net Deferred Tax Assets/(liabilities) Total - (A-B)	**56.41**	**42.22**	**96.66**	**195.29**

(b) Movement in deferred tax assets (net) for the period ended 31st March, 2025.

Particulars	Opening Balance as at 1st April, 2024	Recognised in Profit and Loss	Recognised in OCI	Closing Balance as at 31st March, 2025
Tax effect of items constituting deferred tax assets :				
Employee Benefits	22.53	3.44	1.10	27.07
Property, Plant and Equipment	11.19	18.14		29.33
Total (A)	**33.73**	**21.58**	**1.10**	**56.41**
Tax effect of items constituting deferred tax liabilities:				
Preliminary Expense	-	-	-	-
Total (B)	**-**	**-**	-	-
Net Deferred Tax Assets/(liabilities) Total - (A-B)	**33.73**	**21.58**	**1.10**	**56.41**

11 Provisions

	As at March 31, 2026	As at March 31, 2025
Non-Current		
Provision for employee benefits		
Gratuity Provision (as per actuarial report)	117.12	92.67
	117.12	**92.67**
Current		
Provision for employee benefits		
Gratuity Provision (as per actuarial report)	69.13	14.90
Provident Fund Payable	14.16	14.52
Salary Payable	342.11	316.92
Other Provisions		
Expenses Payable	9.83	4.42
	435.22	**350.76**
Total	**552.34**	**443.43**

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Notes to Standalone financial statements for the period ended March 31, 2026

(Amount in ₹ Lakhs)

12 Other Financial Liabilities

		As at March 31, 2026	As at March 31, 2025
Non Current			
Forward Contract Liability		194.54	
	Total [A]	**194.54**	**-**
Current			
Forward Contract Liability		179.31	
	Total [B]	**179.31**	**-**
	Total [A + B]	**373.85**	**-**

13 Other Liabilities

		As at March 31, 2026	As at March 31, 2025
Current			
Advance From Customers		-	-
Statutory Dues :			
TDS Payable		60.47	79.87
Professional Tax payable		0.92	0.93
GST Payable		16.41	3.53
	Total	**77.80**	**84.33**

14 Revenue from Operations

		As at March 31, 2026	As at March 31, 2025
Revenue from rendering of services			
Software Export Income		9,587.78	7,995.92
Domestic Sales		581.79	588.78
	Total	**10,169.56**	**8,584.70**

15 Other Income

		As at March 31, 2026	As at March 31, 2025
Interest Income on Financial Assets		117.00	52.45
Net gain on disposal / fair valuation of investments carried at fair value through profit or loss :			
Profit on sale of mutual funds (net) at FVTPL		171.21	106.18
Fair value changes of financial assets at FVTPL		4.22	40.10
Forex gain/loss		177.51	248.16
Profit on Sale of Property, Plant and Equipment		0.31	-
Exchange gains/(losses) on foreign currency forward contracts		(274.40)	(1.54)
Miscelleneous Income, net		0.85	0.23
	Total	**196.72**	**445.58**

16 Purchase Cost

		As at March 31, 2026	As at March 31, 2025
Product Licences		82.16	105.75
	Total	**82.16**	**105.75**

17 Employee Benefits Expense

		As at March 31, 2026	As at March 31, 2025
Salaries and wages, including bonus		4,595.58	4,308.44
Contribution to provident and other funds		91.80	89.04
Gratuity Expenses		94.56	30.22
Staff welfare expenses		98.68	81.10
Labour Welfare Expenses		0.16	0.15
	Total	**4,880.79**	**4,508.94**

(Amount in ₹ Lakhs)

Note: Impact of Labour Codes

On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, ('Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Labour Codes, amongst other things introduces changes, including a uniform definition of wages and enhanced benefits relating to leave. The Company has assessed the financial implications of these changes which has resulted in increase in gratuity liability, a defined benefit plan arising out of past service cost relating to plan amendments by Rs. 56.17 Lakhs. The Company has reviewed the impact of these changes on the basis of expert involved and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements.The Company continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

Details of employee benefit as required by the Ind AS 19 - Employee Benefits are as under:

a) Defined Contribution Plan

Amount recognized as an expense in the Statement of Profit and Loss for the period ended March 31, 2026 in respect of defined contribution plan is Rs. 94.56 Lakhs/- (March 31, 2025 : Rs. 30.22 Lakhs).

b) Defined Benefit Plan

The defined benefit plan comprises of gratuity. The gratuity plan is not funded. Changes in the present value of defined obligation representing reconciliation of opening and closing balance thereof and fair value in the Balance Sheet are as follow:

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Present value of unfunded defined benefit obligation at the beginning of the year	107.57	89.54
Expenses Recognised in Profit and Loss Account		
- Current Service Cost	31.80	24.31
- Interest Cost	6.58	5.91
Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Demographic Assumptions	-	-
ii. Financial Assumptions	(2.27)	3.71
iii. Experience Adjustments	12.49	0.65
Past Service Cost	56.17	-
Benefit payments	(26.11)	(16.54)
Present value of defined benefit obligation at the end of the year	**186.25**	**107.57**

Components of amount recognized in the Statement of Profit and Loss under Employee Benefit Expenses for the period ended March 31, 2026 and March 31, 2025:

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Service Cost	31.80	24.31
Interest expense	6.58	5.91
Total	**38.39**	**30.22**

Components of amount recognized in the Statement of Comprehensive Income for the period ended March 31, 2026 and March 31, 2025 :

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Remeasurement on the net defined benefit liability / (assets)		
Actuarial gains and loss arising from changes in financial assumptions	(2.27)	3.71
Actuarial gains and loss arising from experience adjustments	12.49	0.65
Actuarial gains and loss arising from demographic adjustments	-	-
Total	**10.23**	**4.36**

(Amount in ₹ Lakhs)

Principal Actuarial Assumptions

Particulars	As at March 31, 2026	As at March 31, 2025
Mortality	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Salary Growth	0.07	0.07
Discount Rate	0.07	0.07
Expected Rate of Return	NA	NA
Withdrawal rates:		
Age 25 & Below	25% p.a.	25% p.a.
25 to 35	25% p.a.	25% p.a.
35 to 45	25% p.a.	25% p.a.
45 to 55	5% p.a.	5% p.a.
55 & above	5% p.a.	5% p.a.
Retirement age	60 Years	60 Years

Sensitivity Analysis
Sensitivity to Key Assumptions

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate Sensitivity		
Increase by 0.5%	182.53	104.46
(% change)	(0.02)	(0.03)
Decrease by 0.5%	190.18	110.87
(% change)	0.02	0.03
Salary Growth Rate Sensitivity		
Increase by 0.5%	190.18	110.86
(% change)	0.02	0.03
Decrease by 0.5%	182.50	104.45
(% change)	(0.02)	(0.03)
Withdrawal rate (W.R.) Sensitivity		
W.R. x 110%	180.71	105.43
(% change)	(0.03)	(0.02)
W.R. x 90%	192.00	109.85
(% change)	0.03	0.02

Description of methods used for sensitivity analysis and its Limitations:

- Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.
- Sensitivity analysis fails to focus on the interrelationship between underlying parameters.Hence, the results may vary if two or more variables are changed simultaneously.
- The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

18 Finance Cost

	As at March 31, 2026	As at March 31, 2025
Interest expense	28.26	24.52
Bank Charges	3.09	2.28
Stamp Duty	0.07	0.05
Other Charges	0.001	-
Total	**31.42**	**26.85**

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Notes to Standalone financial statements for the period ended March 31, 2026

(Amount in ₹ Lakhs)

			As at March 31, 2026	As at March 31, 2025
19	**Other Expenses**			
	A. ESTABLISHMENT EXPENSES			
	Rent		130.78	128.52
	Rates and taxes		6.61	6.49
	Repairs and maintenance - Buildings		17.53	13.02
	Repairs and maintenance - Others		33.95	40.36
	Electricity Expenses		45.99	46.32
		Total (A)	**234.86**	**234.72**
	B. SELLING & DISTRIBUTION EXPENSES			
	Tours & Travelling Expenses		220.98	187.70
	Commission on Sales		-	7.26
		Total (B)	**220.98**	**194.96**

			As at March 31, 2026	As at March 31, 2025
19	**Other Expenses**			
	C. OTHER EXPENSES			
	Legal and other professional costs		1.02	1.92
	Consultancy Charges		607.99	436.33
	Auditor's Remuneration			
	Statutory Audit Fees		1.80	1.80
	Computer Consumable Expenses		139.12	70.68
	Conveyance & Travelling Expenses		38.94	26.98
	Mobile, Internet and Telephone Expenses		8.99	4.61
	Other General Expenses		76.13	65.41
	Listing Fees		5.85	5.85
	Insurance Premium		12.86	7.02
	STPI Charges		3.50	3.50
	ISO Charges		2.57	-
	CSR Expense		37.39	19.29
		Total (C)	**936.17**	**643.39**
		Total (A+B+C)	**1,392.01**	**1,073.06**

		As at March 31, 2026	As at March 31, 2025
20	**EARNINGS PER SHARE (EPS) :**		
	Profit after tax attributable to equity shareholders	2,779.89	2,331.34
	Nominal Value of equity share	10.00	10.00
	Weighted average number of ordinary equity shares for Basic EPS	18,576,000	18,576,000
	Basic EPS	**14.96**	**12.55**

Diluted EPS	As at March 31, 2026	As at March 31, 2025
Profit after tax attributable to equity shareholders	2,779.89	2,331.34
Add : Interest on dilutive potential equity shares which have been deducted in arriving at the Profit after Tax	-	-
Adjusted Net Profit	2,779.89	2,331.34
Nominal Value of equity share	10.00	10.00
Weighted average number of ordinary equity shares**	18,576,000	18,576,000
Total Potential Weighted average number of ordinary equity shares	18,576,000	18,576,000
Diluted EPS	**14.96**	**12.55**

21 Equity Share Capital (Amount in ₹ Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of Rs. 10/- each with voting rights	**20,000,000**	**2,000.00**	**20,000,000**	**2,000.00**
Issued, Subscribed and Fully Paid:				
Equity shares of Rs. 10/- each with voting rights	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**
Total	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**

Company has issued Bonus Shares on September 7, 2022 in the ratio of 1:2 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

Company has issued Bonus Shares on August 04, 2023 in the ratio of 4:5 i.e.,Four Bonus Equity Shares of Rs. 10 each for every Five fully paid-up Equity Shares by utilisation of Free reserves.

(i) The Company has only one class of shares referred to as equity shares having par value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share,

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

(iii) Aggregate Numbers and class of shares allotted as fully paid up pursuant to contract without payment being received in cash.

(iv) The Reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2026 and as at March 31, 2025 is as follows :

Equity Shares with Voting Rights

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**
Add: Fresh Issue	-	-	-	-
Bonus Issue	-	-	-	-
At the end of period	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**

Company has issued Bonus Shares on September 7, 2022 in the ratio of 1:2 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

Company has issued Bonus Shares on August 04, 2023 in the ratio of 4:5 i.e.,Four Bonus Equity Shares of Rs. 10 each for every Five fully paid-up Equity Shares by utilisation of Free reserves.

(v) The details of shares held by each shareholder holding more than 5% shares are as follows :

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Niraj C Gemawat	3,399,366	18.30%	3,399,366	18.30%
Rachana N. Gemawat	2,573,417	13.85%	2,552,675	13.74%
Indrajeet A Mitra	870,750	4.69%	870,750	4.69%
M/S. Tecthink B.V.	4,725,000	25.44%	4,725,000	25.44%
M/S. VIN IT Solutions LLP	1,815,750	9.77%	1,815,750	9.77%

(vi) Shares held by promoters at the end of the year

Promoter name	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Niraj C Gemawat	3,399,366	18.30%	3,399,366	18.30%	0.00%
Indrajeet A Mitra	870,750	4.69%	870,750	4.69%	0.00%
Total	**4,270,116**	**22.99%**	**4,270,116**	**22.99%**	**0.00%**

22 Related Party Transactions

(A) Name of related parties and description of relationship :

Wholly Owned Subsidiary
Nintec Systmes B.V. (having 100% holding)

Entity under common control / common KMP / Associate Enterprise
Nintec B.V.

Other Related Party
C.B Gemawat Charitable Trust (Trust jointly controlled by KMPs)

List of Key Management Personnel :

Managing Directors
Niraj C. Gemawat

Non Executive Director
Indrajeet Mitra
Rachana Gemawat
Somil Kumar Mathur
Mehul Makkampara (*appointed effective from February 01,2026*)
Rahul Guhathakurta (*appointed effective from February 01,2026*)
Hursh Jani (*resigned effective from February 12,2026*)
Vishal Shah (*resigned effective from February 12,2026*)

Executive Officer
Mohit S Soni (Chief Financial Officer)

Company Secretary
Disha N Shah

The details of related -party transactions entered into by the Company for the period ended March 31, 2026 and year ended March 31, 2025 are as follows :

(Amount in ₹ Lakhs)

Particulars	March 31, 2026	March 31, 2025
Revenue Transactions		
Sale of Services		
Nintec B.V.	811.14	1,865.52
Transaction with KMPs or Relatives of KMPs		
Rent Paid		
Rachana Gemawat	6.66	6.41
Ketki Mitra	6.93	6.67
Sumanlata Gemawat	3.38	3.25
Niraj Gemawat HUF	9.00	8.12
Other Related Party		
CSR Contribution		
C.B Gemawat Charitable Trust (Trust jointly controlled by KMPs)	33.50	9.50

The details of amounts due to or due from related parties as at March 31, 2026 and March 31, 2025 are as follows :

(Amount in ₹ Lakhs)

Particulars	Balance As at	
	March 31,2026	March 31, 2025
Due from:		
Nintec B.V.	110.29	167.29

Transactions with key managerial personnel
The remuneration of directors and other members of key managerial personnel during the year was as follows:

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Salaries and Other employee benefits to Directors, Executive Officer and Company Secretary	39.63	35.40

*Employee benefits include salary, allowances, bonus, perquisites and sitting fees paid to directors.

23 Corporate social responsibilty

(Amount in ₹ Lakhs)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education,rural developement and environment sustainability. A CSR committee has been formed by the company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	As at March 31,2026	As at March 31,2025
i) Amount required to be spent by the company during the year	37.27	19.22
ii) Amount of expenditure incurred	37.39	19.29
iii) (Excess)/Shortfall at the end of the year	-0.12	0.00
iv) Total of previous years shortfall	-	-
v) Reason for shortfall	NA	NA
vi) Nature of CSR	Eradication of hunger and malnutrition, promoting education, rural development, environment sustainability	
Vii) Details of related party transactions, e.g.,contribution to a trust controlled by KMP and directors in relation to CSR expenditure as per relevant Accounting Standard*	33.50	9.50
viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

*Represents contribution to C.B.Gemawat Charitable Trust a controlled trust to support the company in doing various CSR Activities.

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Notes to Standalone financial statements for the period ended March 31, 2026

24 Analytical Ratios

Sr. No	Particulars	Numerator	Denominator	2025-26	2024-25	% Change	Reason
1	Current Ratio(In Times)	Current Assets	Current Liabilities	5.28	4.94	6.92%	
2	Debt – Equity Ratio(In Times)	Total Debt = *Borrowings*	Shareholder's Equity = *Total Equity*	0.02	0.04	37.80%	Total Equity Increased compare to last year
3	Debt Service Coverage Ratio(In Times)	Earnings available for debt service= *Net Profit before taxes + Non-cash operating expenses + Interest + other adjustments*	Debt Service = *Interest + Principal Repayments*	84.19	67.35	25.00%	Debt service cost decreased compare to last year
4	Return on Equity (ROE)(In %)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	40%	52%	22.25%	
5	Inventory Turnover Ratio(In Times)	Cost of goods sold OR sales	Average Inventory	-	-	-	The Company is operating under service Industry therefore this ratio is Not Applicable.
6	Trade receivables turnover ratio(In Times)	Net Credit Sales = Revenue From Operation	Average Accounts Receivable	7.90	8.92	11.50%	
7	Trade payables turnover ratio(In Times)	Net Credit Purchases = Purchase Cost	Average Trade Payables (Trade Payable related to Product Purchase)	3.96	8.63	54.17%	Average Trade Payables increased as compare to last year.
8	Net capital turnover ratio(In Times)	Net Sales = Revenue From Operation	Average Working Capital	1.56	2.05	24.21%	
9	Net profit ratio(In %)	Net Profit = Profit for the period	Net Sales = Revenue From Operation	27.34%	27.16%	0.66%	
10	Return on capital employed (ROCE)(In %)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	44.92%	52.88%	15.04%	
11	Return on investment (In %)	Income generated from invested funds	Average invested funds in treasury investments	6.46%	8.08%	19.99%	

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Notes to Standalone financial statements for the period ended March 31, 2026

25 Additional regulatory disclosures as per Schedule III of Companies Act. 2013

I The Company does not have any investment property.

II As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.

III No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

IV There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 for the year ended March 31, 2026.

V The Company has not operated in any crypto currency or Virtual Currency transactions.

VI During the year the Company has not disclosed or surrendered, any income other than the income recoginsed in the books of accounts in the tax assessments under Income Tax Act, 1961.

VII The borrowings taken by the company from banks/financial institutions has been used for the specific purpose for which it was taken.

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Samir M. Shah
Partner
Membership No. 111052

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Place : Ahmedabad
Date : 27th May, 2026

Consolidated Independent Auditors' Report

We Enable Business Growth with Innovative Technology Solution

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Nintec Systems Limited
Ahmedabad

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Nintec Systems Limited** ('the Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at **March 31, 2026**, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at **March 31, 2026**, its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. However, we have no such matters to be reported under this para.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Holding Company's Annual Report, if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance and as may be legally advised. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3 (xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the Auditor's Reports on the financial statements of Company and its subsidiaries as at and for the year ended **March 31, 2026**, included in the Consolidated Financial Statements of the Group, we report in respect of those companies where audits have been completed under section 143 of the Act, we have not reported any qualifications or adverse remarks. There are no subsidiaries whose accounts are unaudited as on the date of this report.

2.

A. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors of the Holding Company as on **March 31, 2026** taken on record by the Board of Directors of the Holding Company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on **31 March 2026**, none of the directors of the Group companies incorporated in India is disqualified as on **March 31, 2026** from being appointed as a director in terms of Section 164 (2) of the Act.
   f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Holding Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.

ii. The Group did not have any material foreseeable losses, if any, on long-term contracts including derivative contracts during the year ended **31 March 2026**.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

iv.

(i) The management of the Holding Company has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

v. The Holding Company and any of its subsidiaries has not declared any dividend during the year under audit.

vi. Based on our examination which included test checks, performed by us on the Company and its subsidiaries incorporated in India, have used accounting software for maintaining their respective books of account for the financial year ended **March 31, 2026** which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with.

C. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director of the Holding Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052SKWLQO9982
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-
380058

Place: Ahmedabad
Date: May 27, 2026

Annexure A to Independent Auditor’s Report on the Consolidated Financial Statements of Nintec Systems Limited for the year ended 31 March 2026

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of **Nintec Systems Limited** (hereinafter referred to as “the Holding Company”) as of and for the year ended **31 March 2026**, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Companies Act 2013, which are its subsidiary companies, as of that date.

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at **March 31 2026**, based on the internal financial controls with reference to Consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The respective Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052SKWLQO9982
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-380058

Place: Ahmedabad
Date: May 27, 2026

Annexure A to Independent Auditor's Report on the Consolidated Financial Statements of Nintec Systems Limited for the year ended 31 March 2026

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")
(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of **Nintec Systems Limited** (hereinafter referred to as "the Holding Company") as of and for the year ended **31 March 2026**, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Companies Act 2013, which are its subsidiary companies, as of that date.

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at **March 31 2026**, based on the internal financial controls with reference to Consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to financial statements.

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A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SAMIR M. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.: 122377W

SAMIR M. SHAH
PARTNER
MEMBERSHIP No.: 111052
UDIN: 26111052HNDWNA7439
Heaven, 8, Western Park Society,
Nr. TRP Mall, Bopal, Ahmedabad-380058

Place: Ahmedabad
Date: May 27, 2026

Balance Sheet

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Consolidated Balance Sheet as on March 31, 2026

(Amount in ₹ Lakhs)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
A. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	**2**	545.88	738.56
(b) Financial Assets			
(i) Other Financial Assets	**5**	23.67	18.67
(c) Deferred tax assets (net)	**10**	195.29	56.41
Total Non - Current Assets		**764.83**	**813.64**
2. Current assets			
(a) Financial Assets			
(i) Investments	**3**	3,617.83	2,041.47
(ii) Trade receivables	**4**	4,914.24	4,900.80
(iii) Cash and cash equivalents	**7**	3,880.07	2,620.47
(iv) Other Financial Assets	**5**	11.08	5.30
(b) Current Tax Assets	**10**	1,012.98	750.02
(c) Other current assets	**6**	236.26	201.14
Total Current Assets		**13,672.45**	**10,519.18**
Total Assets (1+2)		**14,437.28**	**11,332.82**
B. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	**21**	1,857.60	1,857.60
(b) Other Equity		7,305.19	4,277.02
Total equity (I+II)		**9,162.79**	**6,134.62**
LIABILITIES			
2. Non-current liabilities			
(a) Borrowings	**8**	188.82	210.99
(b) Provisions	**11**	117.12	92.67
(c) Deferred tax liabilities (Net)	**10**	-	-
(d) Other Financial Liabilities	**12**	194.54	-
Total Non - Current Liabilities		**500.47**	**303.66**
3. Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	**9**		
- Total outstanding dues of micro enterprises and small enterprises		3.62	0.95
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,931.09	3,585.03
(ii) Other Financial Liabilities		179.31	-
(b) Provisions	**11**	437.95	353.07
(c) Current Tax Liabilities	**10**	1,127.60	854.17
(d) Other current liabilities	**13**	94.45	101.32
Total Current Liabilities		**4,774.02**	**4,894.54**
Total Equity and Liabilities (1+2+3)		**14,437.28**	**11,332.82**

The accompanying notes form an integral part of the financial statements

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Statement of Profit & Loss

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Consolidated Statement of Profit and Loss for the period ended March 31, 2026

(Amount in ₹ Lakhs)

	Particulars	Note No.	For the period ended March 31,2026	For the period ended March 31,2025
I	Revenue from operations	14	17,016.78	13,980.42
II	Other Income	15	196.72	445.58
III	**Total Revenue (I + II)**		**17,213.50**	**14,426.00**
IV	**Expenses**			
	(a) Purchase/Procurement Cost	16	6,208.66	5,046.04
	(b) Employee benefit expense	17	4,880.79	4,508.94
	(c) Finance costs	18	32.46	30.07
	(d) Depreciation and amortisation expense	2	251.80	206.52
	(e) Other expenses	19	1,558.66	1,135.34
	Total Expenses (IV)		**12,932.37**	**10,926.90**
V	**Profit before tax (III - IV)**		**4,281.12**	**3,499.10**
VI	**Tax Expense**			
	(1) Current tax	10	1,122.19	887.94
	(2) Deferred tax	10	(42.22)	(21.58)
	(3) Short provision of earlier year		(0.01)	0.54
	Total tax expense (VI)		**1,079.96**	**866.90**
VII	**Profit for the period (V-VI)**		**3,201.16**	**2,632.20**
VIII	**Other comprehensive income**			
	A (i) Items that will not be reclassified to profit or loss			
	(a) Remeasurements of the defined benefit liabilities / (asset), net of tax		(7.65)	(3.26)
	B (ii) Items that may be reclassified subsequently to profit or loss			
	(a) Fair value changes on derivatives designated as cash flow hedge, net of tax		(279.76)	-
	(b) Exchange differences on translation of foreign operations		114.42	9.76
IX	**Total other comprehensive income for the period**		**(172.99)**	**6.50**
X	**Total comprehensive income for the period**		**3,028.17**	**2,638.70**
	Profit Atributable to			
	Owners of the Company		3,201.16	2,632.20
	Non-controlling interests		-	-
	Total comprehensive income attributable to			
	Owners of the Company		(172.99)	6.50
	Non-controlling interests		-	-
XI	**Earnings per equity share :**			
	(1) Basic	20	17.23	14.17
	(2) Diluted	20	17.23	14.17
	Weighted average equity shares used in computing earnings per equity share :			
	(1) Basic	20	18,576,000	18,576,000
	(2) Diluted	20	18,576,000	18,576,000

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Cash Flow Statement

We Enable Business Growth with Innovative Technology Solution

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Consolidated Cash Flow Statement as on March 31, 2026

CASH FLOW STATEMENT - INDIRECT METHOD (Amount in ₹ Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from operating activities		
Profit before tax for the year	**4,281.12**	**3,499.10**
Adjustments for:		
Depreciation and amortisation	251.80	206.52
Profit on Sale of property, plant and equipment	(0.31)	-
Finance costs recognised in profit or loss	28.19	24.48
Investment income recognised in profit or loss	(117.00)	(52.45)
Other Adjustments	-	(4.36)
Exchange differences on translation of assets and liabilities, net	114.42	9.76
Net (gain)/loss arising on financial assets	(175.44)	(146.29)
	4,382.77	**3,536.76**
Movements in working capital:		
Increase in trade and other receivables	(13.44)	(2,657.03)
(Increase)/decrease in Financial and other Financial assets	(10.78)	(6.07)
(Increase)/decrease in other assets	(35.12)	(69.31)
Decrease in trade and other payables	(651.26)	2,260.90
Increase/(decrease) in provisions	99.10	87.73
(Decrease)/increase in other liabilities	(6.87)	22.32
	(618.38)	**(361.46)**
Cash generated from operations	**3,764.39**	**3,175.29**
Income taxes paid	(1,117.95)	(802.34)
Net cash generated by operating activities	**2,646.44**	**2,372.96**
Cash flows from investing activities		
Interest received	117.00	52.45
Redemption /(Acquisition) of Investments	(1,400.93)	(128.45)
Payments for property, plant and equipment	(59.14)	(538.32)
Proceeds on sale of property, plant and equipment	0.35	-
Net cash (used in)/generated by investing activities	**(1,342.72)**	**(614.32)**
Cash flows from financing activities		
Proceeds from Borrowings	-	-
Repayment of Borrowings	(22.17)	(24.55)
Interest paid	(21.96)	(24.48)
Net cash used in financing activities	**(44.13)**	**(49.02)**
Net increase/(decrease) in cash and cash equivalents	**1,259.60**	**1,709.62**
Cash and cash equivalents at the beginning of the year	2,620.47	910.85
Cash and cash equivalents at the end of the year	**3,880.07**	**2,620.47**

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat	**Indrajeet A. Mitra**
Managing Director	Director
DIN : 00030749	DIN:00030788
Mohit S Soni	**Disha N. Shah**
Chief Financial Officer	Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Notes forming part of Financial Statements

We Enable Business Growth with Innovative Technology Solution

1. COMPANY OVERVIEW & SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2026

1.1 COMPANY OVERVIEW

NINtec Systems Limited (The Company or NINtec) is a leading provider of software engineering, digital transformation, and technology consulting services, with a strategic focus on AI-first solutions delivered through application engineering, cloud services, business analytics, and artificial intelligence and machine learning offerings to clients across multiple industry verticals and geographies.

NINtec, together with its subsidiaries, is hereinafter referred to as 'the Group'. The details of the subsidiary along with nature of business are as under:

Name of Subsidiary	Country	Nature of business	Accounting Period	% Holding
NINtec Systems B.V.	The Netherlands	Software Development	April 1 to March 31	100%

The Company is a public limited Company incorporated and domiciled in India and has registered office in Ahmedabad, Gujarat, India. The Company is listed on the BSE & NSE.

The Group's Consolidated Financial Statements are approved for issue by Company's Board of Directors on May 27, 2026.

1.2 Basis of Preparation of Financial Statements:

The Consolidated financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(i) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the functional currency

(ii) Basis of Measurement

The financial statements have been prepared on the historical cost basis.

(iii) Use of Estimates and Judgements:

In preparing these financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses. Actual results may differ from these estimates.

- Estimates:

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized prospectively.

- Judgements:

There are no significant judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements.

- Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year, if any are included in the respective note.

- Measurement of fair value

The Group has established policies with respect to the measurement of fair values. The Group regularly reviews significant valuation adjustments. Significant valuation issues are reported to the Company’s Board of Directors.

1.3 Basis of Consolidation :

NINtec consolidates entities which it owns or controls. The Consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

1.4 Use of estimates and judgments

The preparation of the financial statements in conformity with the Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

1.5 Critical accounting estimates and judgments

a. Revenue recognition

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future

economic benefits will flow to the Group and specific criteria have been met for each of the Group's activities.

Recognition of Revenue from Rendering of Services

Revenues from customer's contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Group has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. Based on the assessment of contractual arrangements, there are no discounts, rebates, incentives, or other forms of variable consideration applicable to the revenue recognized during the reporting period.

Revenue from sale of licenses for software products is recognised when the significant risks and rewards of ownership have been transferred to the buyer which generally coincides with delivery of licenses to the customers, recovery of the consideration is probable, the associated costs and possible return of software sold can be estimated reliably, there is no continuing effective control over, or managerial involvement with the licenses transferred and the amount of revenue can be measured reliably.

Revenue from services rendered is recognized in proportion to the stage of completion of the transaction at the reporting date. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

The revenue from fixed price contracts for software implementation is recognized based on proportionate completion method based on hours expended, and foreseeable losses on the completion of contract, if any are recognized immediately. Efforts or costs expended have been used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the lives of the contracts and are recognized in profit or loss in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

Revenue from annual technical service and maintenance contracts is recognised ratably over the term of the underlying maintenance arrangement.

Amounts received or billed in advance of services to be performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

Other Income

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain / loss on forward and options contracts and on translation of foreign currency assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

b. Income taxes

The Group’s two major tax jurisdictions are India and the Netherlands.

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

In assessing the realizability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and taxplanning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Group will realize the benefits of those deductible differences.

c. Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group’s assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

1.6 Notes to the consolidated financial statements

a Acquisitions during the year ended March 31, 2024

The Company has made Invesment by infusing capital of EUR 10,000/- in its wholly owned subsidiary "NINtec Systems B.V., The Netherlands" on 23-Nov-2023.

b Financial instruments

1. Financial Assets:

i) Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(i) Financial assets or financial liabilities, at fair value through profit or loss

This category includes derivative financial assets or liabilities which are not designated as hedges. Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

(ii) Cash flow hedge

The Group designates certain foreign exchange forward and options contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the cash flow hedge reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the net profit in the Statement of Profit and Loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedge reserve till the period the hedge was effective remains in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedge reserve is transferred to the net profit in the Statement of Profit and Loss upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedge reserve is reclassified to net profit in the Statement of Profit and Loss.

iii) De-recognition

a) Financial Assets
The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset is transferred or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all the risks and rewards of the transferred assets, the transferred assets are not derecognized.

b) Financial Liabilities
The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the profit or loss.

iv) Offsetting

Financial assets and financial liabilities are off set and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v) Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign exchange risk and interest rate risk).

The Group's board of directors has framed a Risk Management Policy and plan for enabling the Group to identify elements of risk as contemplated by the provisions of the Section 134 of the Companies Act 2013. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

[A] Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises partially from the Group's receivables from customers, loans and investment in debt securities. The carrying amount of financial assets represent the maximum credit risk exposure. The Group has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

The carrying amount of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting was:

Maximum Exposure to Credit Risk **(Amount in ₹ Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Investments	3,617.83	2,041.47
Trade receivables	4,914.24	4,900.80
Cash and cash equivalents (Including Bank Balance)	3,880.07	2,620.47
Other Financial Assets	11.08	5.30
Total Exposure	**12,423.21**	**9,568.03**

To cater to the credit risk for investments in mutual funds and bonds, only high rated mutual funds/ bonds are accepted.

The Group has given security deposits to vendors for rental deposits for office properties, securing services from them and deposits with government departments. The Group does not expect any default from these parties and accordingly the risk of default is negligible or nil.

Trade receivables and contract assets are typically unsecured and derived from revenue earned from customers primarily located in India, USA and EMEA(Europe, the Middle East and Africa) Countries.

The Group's exposure to credit risk for trade receivables by geographic region is as follows :

(Amount in ₹ Lakhs)

	Carrying Amount	
	As at March 31, 2026	As at March 31, 2025
India	128.91	874.41
USA	65.47	168.54
EMEA	4,719.85	3,857.84
	4,914.24	**4,900.80**

The Group has applied the simplified approach for measuring lifetime expected credit losses on trade receivables and contract assets. Based on historical default rates and forward-looking information, the expected credit losses as at 31 March 2026 and as at 31 March 2025 are assessed to be immaterial. Accordingly, no loss allowance has been recognised. The Group continues to monitor credit risk on an ongoing basis.

Credit risk has always been managed by the Group through credit approval, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit term in normal course of business. Credit limits are established for each customers and received quarterly.

Ageing of Trade Receivables **(Amount in ₹ Lakhs)**

Ageing Bucket	Carrying Amount	
	As at March 31, 2026	As at March 31, 2025
0–30 days	4,341.94	4,786.87
31–60 days	540.45	22.41
61–90 days	-	91.51
More than 90 days	31.85	-
Total	**4,914.24**	**4,900.80**

Majority of investments of the Group are fair valued based on Level 1 or Level 2 inputs. These investments primarily include investment in liquid mutual fund units.The Group invests after considering counterparty risks based on multiple criteria including Tier I capital, Capital Adequacy Ratio, Credit Rating, Profitability and deposit base of banks and financial institutions.

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high ratings assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Group has considered the latest available credit ratings as at the date of approval of these financial statements.

[B] Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group believes that the working capital is sufficient to meet its current requirements.

As at March 31, 2026, the Group had a working capital of ₹ 8,898.44 lakhs including cash and cash equivalents of ₹ 3,880.07 lakhs and current investments of ₹ 3,617.83 lakhs. As at March 31, 2025, the Group had a working capital of ₹ 5,624.65 lakhs including cash and cash equivalents of ₹ 2,620.47 lakhs and current investments of ₹ 2,041.47 lakhs.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amount in ₹ Lakhs)

As at 31 March 2026	Contractual cash flows				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Trade Payables	2,932.62	2.09	-	-	2,934.71
Borrowings	27.43	30.56	130.83	-	188.82

As at 31 March 2025	Contractual cash flows				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Trade Payables	3,583.80	2.18	-	-	3,585.98
Borrowings	22.17	27.43	30.56	130.83	210.99

[C] Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to currency risk on account of its receivables and other payables in foreign currency. The functional currency of the Group is Indian Rupee. The Management endeavours to minimize economic and transactional exposures arising from currency movements against the US Dollar, Euro, Great Britain Pound, Canadian dollar, Singapore dollar. The Group manages the risk by netting off naturally-occurring opposite exposures wherever possible, and then dealing with any material residual foreign currency exchange risks if any.

Exposure to Foreign Currency risk

The foreign currency risk from financial assets and liabilities as at March 31, 2026 is as follows :

(Amount in ₹ Lakhs)

Particulrs	EURO	USD
Net Financial Assets	54.55	1.04
Net Financial Liabilities	0.62	-

The foreign currency risk from financial assets and liabilities as at March 31, 2025 is as follows :

Particulrs	EURO	USD
Net Financial Assets	65.21	0.77
Net Financial Liabilities	-	-

Sensitivity Analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollar, Euro, Great Britain Pound, Canadian dollar at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(Amount in ₹ Lakhs)

Effects in INR	For the year ended 31 March 2026		For the year ended 31 March 2025	
	5% Movement		5% Movement	
Particulrs	Strengthening	Weakening	Strengthening	Weakening
EURO	297.32	(297.32)	301.03	(301.03)
USD	4.93	(4.93)	3.28	-3.28

(ii) Interest Rate Risk

The Group's investments are primarily in fixed rate interest bearing investments. Hence, the Group is not significantly exposed to interest rate risk.

(iii) Market Price Risk

Exposure

The Group's exposure to mutual funds arises from investments held by the Group and classified in the balance sheet as fair value through profit and loss only.

To manage its price risk arising from investments, the Group diversifies its portfolio. Diversification of 'the portfolio is done in accordance with the limits set by the Group."

Sensitivity Analysis

Group is having investment in mutual funds and investment in subsidiaries.

For Investments classified at Fair value through profit or loss, the impact of a 2% increase in their fair value at the reporting date on profit or loss would have been an increase of INR 54.15 lakhs after tax (31 March, 2025: INR 30.55 lakhs) and PBT by INR 72.36 lakhs (31 March, 2025: INR 40.83 lakhs) . An equal change in the opposite direction would have decreased profit or loss by INR 54.15 lakhs after tax (31 March, 2025: INR 30.55 lakhs) and PBT by INR 72.36 lakhs (31 March, 2025: INR 40.83 lakhs)

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable inputs

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

31 March 2026	Carryng Amount	FVTPL	FVTOCI	Amortised Cost	Total	Fair Value			Total
						Level 1	Level 2	Level 3	
Financial Asset									
Non Current									
Investments	#REF!	-	-	#REF!	#REF!	#REF!	-	-	#REF!
Other Financial Assets	23.67	-	-	23.67	23.67	-	-	-	-
Current									
Investments	3,617.83	3,617.83	-	-	3,617.83	3,617.83	-	-	3,617.83
Trade receivables	4,914.24	-	-	4,914.24	4,914.24	-	-	-	-
Cash and cash equivalents	3,880.07	-	-	3,880.07	3,880.07	-	-	-	-
Other Financial Assets	11.08	-	-	11.08	11.08	-	-	-	-
	#REF!	**3,617.83**	**-**	**#REF!**	**#REF!**	**#REF!**	**-**	**-**	**#REF!**
Financial Liability									
Non Current									
Borrowings	188.82	-	-	188.82	188.82	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	194.54	-	194.54	-	194.54	-	194.54	-	194.54
Current									
Trade Payable	2,934.71	-	-	2,934.71	2,934.71	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	179.31	-	179.31	-	179.31	-	179.31	-	179.31
	3,497.38	**-**	**373.85**	**3,123.53**	**3,497.38**	**-**	**373.85**	**-**	**373.85**

31 March 2025	Carryng Amount	FVTPL	FVTOCI	Amortised Cost	Total	Fair Value			Total
						Level 1	Level 2	Level 3	
Financial Asset									
Non Current									
Investments	-	-	-	-	-	-	-	-	-
Other Financial Assets	18.67	-	-	18.67	18.67	-	-	-	-
Current									
Investments	2,041.47	2,041.47	-	-	2,041.47	2,041.47	-	-	2,041.47
Trade receivables	4,900.80	-	-	4,900.80	4,900.80	-	-	-	-
Cash and cash equivalents	2,620.47	-	-	2,620.47	2,620.47	-	-	-	-
Other Financial Assets	5.30	-	-	5.30	5.30	-	-	-	-
	9,586.69	**2,041.47**	**-**	**7,545.23**	**9,586.69**	**2,041.47**	**-**	**-**	**2,041.47**
Financial Liability									
Non Current									
Borrowings	210.99	-	-	210.99	210.99	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	-	-	-	-	-	-	-	-	-
Current									
Trade Payable	3,585.98	-	-	3,585.98	3,585.98	-	-	-	-
Other Financial Liabilities									
(a) Derivative Financial instrument	-	-	-	-	-	-	-	-	-
	3,796.96	**-**	**-**	**3,796.96**	**3,796.96**	**-**	**-**	**-**	**-**

c Property, Plant and Equipments:

(i) Recognition and measurement :

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.

The Group depreciates property, plant and equipment over the estimated useful lives using the Written Down Value Method. The estimated useful lives of assets are as follows :

Category of property, plant and equipment	Estimated useful lives
Buildings	30 Years
Computer Equipment	3 Years
Office Equipment	5 Years
Furniture and Fixtures	10 Years
Vehicles - Freehold	8 Years
Electric Instruments & Installation	10 Years

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(ii) Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

d Impairment of assets

1. Impairment of financial assets

The Group recognizes loss allowances for financial assets measured at amortized cost using expected credit loss model.

At each reporting date, the Group assesses whether financial assets carried at amortized cost is credit-impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset, have occurred.

For trade receivables, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

For all other financial assets, the Group measures loss allowances at an amount equal to twelve months expected credit losses unless there has been a significant increase in credit risk from initial recognition in which those are measured at life time expected credit risk.

Life time expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial asset. Twelve months expected credit losses are the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the twelve months after the reporting date (or a shorter period if the expected life of the instrument is less than twelve months).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 360 days past due. A financial asset is considered to be in default when the borrower is unlikely to pay its credit obligations to the Group in full.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

2. Impairment of non-financial assets

The Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

e Foreign Currency Transaction:

Transactions in foreign currencies are translated to the reporting currency based on the average exchange rate for the month. Exchange differences arising on settlement thereof during the year are recognized as income or expenses in the Profit and Loss Statement.

Cash and Bank balances, receivables and liabilities (monetary items) in foreign currencies as at the year end are translated at closing-date rates, and unrealized translation differences are included in the Statement of Profit and Loss.

The Group enters into derivate contracts strictly for hedging purposes and not for trading or speculation. Derivative transactions settlement take place with the terms of the respective contracts and Profit/Loss if any is recognized at the time of settlement of the contract.

f Income Tax:

1) Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity or other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(2) Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

g Employee Benefits:

Short Term Obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Post Employment Obligations:

i) Gratuity:

The Group accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death and on attending specified years of completed services as per *The Payment of Gratuity Act, 1972* . Liabilities with regards to Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using Projected Unit Credit Method.

The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through remeasurement of the net defined benefit liability / (asset) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The New Labour Codes prescribe an uniform definition of the term 'wages', which is also relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, wages means all remuneration including basic pay, dearness allowance and retaining allowance but does not include certain specified items forming part of remuneration and in the event the quantum of those specified items exceed 50% of total remuneration, such excess is deemed to be considered as wages.

ii) Provident Fund:

The eligible employees of the Group are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary, which are charged to the Statement of Profit and Loss on accrual basis.

The Group has no further obligations other than its monthly contributions.

h Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

i Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

j Earning Per Share:

In determining earnings per share, the Group considers the net profit / loss after tax. The no. of shares used in computing both basic and dilutive earnings per share is the weighted average number of shares outstanding during the period. There is no potential dilutive equity shares.

k Cash Flow Statement

Cash flows are reported using the indirect method whereby the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

l Segment Reporting

The Group has only one reportable business segment. Hence, Segment Reporting as defined in IND AS-108 is not applicable.

m Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

n Application of new standards and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Group applied following amendments for the first-time during the current year which are effective from 1 April 2025:

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 7 May 2025, announced amendments to Ind AS 21, The Effects of Changes in Foreign Exchange Rates, to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity’s financial performance, financial position and cash flows. The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's Financial Statements.

Classification of Liabilities as Current or Noncurrent and Non-current Liabilities with Covenants - Amendments to Ind AS 1:

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management’s expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity’s own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity’s right to defer settlement is contingent on compliance with future covenants within twelve months. The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's Financial Statements.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity’s liabilities, cashflows and exposure to liquidity risk. The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's Financial Statements.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12

MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's Financial Statement.

o New standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Group

Classification of Liabilities as Current or Noncurrent and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Group's Financial Statements.

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Consolidated Statement of changes in equity for the period ended March 31, 2026

A. EQUITY SHARE CAPITAL

Issued and Paid up Equity Share Capital **(Amount in ₹ Lakhs)**

Particulars	Note	Number of Shares	Equity share capital
As at April 1, 2024		18,576,000	1,857.60
Changes in equity share capital during the year :			
Bonus Shares issued during the year *			
Share capital change due to prior period error	**21**		
Balance at March 31, 2025		**18,576,000**	**1,857.60**
Changes in equity share capital during the year :			
Bonus Shares issued during the year		-	-
Share capital change due to prior period error		-	-
Balance at March 31, 2026		**18,576,000**	**1,857.60**

B. OTHER EQUITY

(Amount in ₹ Lakhs)

Particulars	Reserves and Surplus	Items of other comprehensive income				Total
	Retained earnings	Actuarial Gain / (Loss) (Net of Tax)	Exchange differences on translating the financial statements of a foreign operation	Effective portion of cash flow hedges	Other items of other comprehensive income (specify nature)	
Balance as of April 1, 2024	1,667.73	(28.86)	(0.55)	-	-	1,638.32
Changes in accounting policy/ prior period errors	-	-	-	-	-	-
Exchange differences on translation of financial statements of foreign operations	-	-	9.76	-	-	9.76
Remeasurement of net defined benefit liability/asset, net of Tax	-	(3.26)	-	-	-	(3.26)
Bonus Issue	-	-	-	-	-	-
Transfer to retained earnings	2,632.20	-	-	-	-	2,632.20
Balance as at March 31, 2025	**4,299.93**	**(32.12)**	**9.22**		**-**	**4,277.02**

Particulars	Reserves and Surplus	Items of other comprehensive income				Total
	Retained earnings	Actuarial Gain / (Loss) (Net of Tax)	Exchange differences on translating the financial statements of a foreign operation	Effective portion of cash flow hedges	Other items of other comprehensive income (specify nature)	
Balance as of April 1, 2025	4,299.93	(32.12)	9.22	-	-	4,277.02
Changes in accounting policy/ prior period errors	-	-	-	-	-	-
Exchange differences on translation of financial statements of foreign operations	-	-	114.42	-	-	114.42
Remeasurement of net defined benefit liability/asset, net of Tax	-	(7.65)	-	-	-	(7.65)
Fair value changes on derivatives designated as cash flow hedge	-	-	-	(279.76)		(279.76)
Bonus Issue	-	-	-	-	-	-
Transfer to retained earnings	3,201.16	-	-	-	-	3,201.16
Balance at March 31, 2026	**7,501.09**	**(39.78)**	**123.64**	**(279.76)**	**-**	**7,305.19**

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

NINTEC SYSTEMS LIMITED
(CIN : L72900GJ2015PLC084063)
Consolidated Notes to the financial statements for the period ended March 31, 2026

Note No. 2 - Property, Plant and Equipment

(Amount in ₹ Lakhs)

The changes in the carrying value of property, plant and equipment for the period ended March 31, 2026 are as follows :

Description of Assets	Buildings	Computer Equipment	Office Equipment	Furniture and Fixtures	Vehicles - Freehold	Electric Instruments & Installation	Total
I. Gross Block							
Balance as at 1 April, 2025	27.52	253.20	75.86	55.21	777.94	17.37	1,207.09
Additions	12.80	22.36	7.99	12.21	-	3.78	59.14
Disposals/Deductions	-	0.51	-	-	-	-	0.51
Balance as at 31st March, 2026	**40.32**	**275.05**	**83.85**	**67.42**	**777.94**	**21.15**	**1,265.72**
II. Accumulated depreciation and impairment for the year 2025-26							
Balance as at 1 April, 2025	7.87	211.94	45.55	25.37	170.80	6.99	468.53
Depreciation / amortisation expense for the year	2.48	32.27	15.26	8.98	189.61	3.21	251.80
Depreciation on Disposed Asset	-	0.48	-	-	-	-	0.48
Balance as at 31st March, 2026	**10.35**	**243.73**	**60.81**	**34.35**	**360.41**	**10.20**	**719.85**
Net block (I-II)							
Balance as at 31st March, 2026	**29.97**	**31.32**	**23.04**	**33.07**	**417.53**	**10.95**	**545.88**
Balance as on 31st March, 2025	19.64	41.26	30.31	29.84	607.13	10.38	

(Amount in ₹ Lakhs)

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2025 are as follows :

Description of Assets	Buildings - Leasehold	Computer Equipment	Office Equipment	Furniture and Fixtures	Vehicles - Freehold	Electric Instruments & Installation	Total
I. Gross Block							
Balance as at 1 April, 2024	22.91	224.05	53.21	46.82	313.43	8.35	668.78
Additions	4.60	29.15	22.65	8.39	464.51	9.02	538.32
Disposals/Deductions							-
Balance as at 31st March, 2025	**27.52**	**253.20**	**75.86**	**55.21**	**777.94**	**17.37**	**1,207.09**
II. Accumulated depreciation and impairment for the year 2024-25							
Balance as at 1 April, 2024	6.14	164.08	25.95	15.88	45.05	4.91	262.01
Depreciation / amortisation expense for the year	1.73	47.86	19.60	9.49	125.75	2.08	206.52
Depreciation on Disposed Asset	-	-	-	-	-	-	-
Balance as at 31st March, 2025	**7.87**	**211.94**	**45.55**	**25.37**	**170.80**	**6.99**	**468.53**
Net block (I-II)							
Balance as at 31st March, 2025	**19.64**	**41.26**	**30.31**	**29.84**	**607.13**	**10.38**	**738.56**
Balance as on 31st March, 2024	16.77	59.97	27.26	30.94	268.37	3.44	

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

Current Investments

3 Investment		As at March 31, 2026	As at March 31, 2025
Liquid Mutual Fund (Refer Note 3.1)		3,617.83	2,041.47
	Total	**3,617.83**	**2,041.47**

Note 3.1: Details of Investment in Liquid Mutual Fund		As at March 31, 2026	As at March 31, 2025
Investments in Liquid Mutual Fund (Unquoted)			
Liquid Mutual Fund			
HDFC Money Market Fund- Growth Option		3,475.83	1,958.73
HDFC Money Market Fund - Regular Plan Growth		0.001	0.001
Franklin India Liquid Fund		4.24	3.99
Franklin India Savings Fund Retail Option		6.69	6.28
Nippon India Liquid Fund-Growth Plan		131.06	72.46
	Total	**3,617.83**	**2,041.47**
Aggregate amount of unquoted investments		3,617.83	2,041.47
Investments carried at cost		-	-
Investments carried at fair value through profit or loss		3,617.83	2,041.47

4 Trade receivables		As at March 31, 2026	As at March 31, 2025
Current			
Unsecured			
(a) Unsecured, considered good		4,914.24	4,900.80
(b) Doubtful		-	-
Less: Allowance for Credit Losses		-	-
Total	**Total**	**4,914.24**	**4,900.80**

Ageing for trade receivable - current outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More Than 3 Years	Total
(i) Undisputed Trade receivables – considered good	4,914.24	-	-	-	-	4,914.24
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
	4,914.24	**-**	**-**	**-**	**-**	**4,914.24**

Ageing for trade receivable - current outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment					
	Less Than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More Than 3 Years	Total
(i) Undisputed Trade receivables – considered good	4,900.80	-	-	-	-	4,900.80
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
	4,900.80	**-**	**-**	**-**	**-**	**4,900.80**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

5 Other Financial Assets

	As at March 31, 2026	As at March 31, 2025
Non-Current		
Security Deposits	1.88	1.88
Rental Deposits	21.79	16.79
	23.67	**18.67**
Current		
Deposits with Govt. Authorities	-	0.25
Interest accrued on FDR	11.08	5.05
	11.08	**5.30**
Total	**34.74**	**23.96**

6 Other Assets

	As at March 31, 2026	As at March 31, 2025
Current		
Balance with Govt. Authorities	115.16	84.07
Advance to Staff - for Onsite Tours	25.62	49.46
Advance to Supplier	1.06	-
Prepaid Expenses	94.42	67.61
Total	**236.26**	**201.14**

7 Cash and Cash Equivalents

	As at March 31, 2026	As at March 31, 2025
Balance with Banks		
In Current Accounts	2,004.88	1,432.36
In Deposit Accounts	1,864.59	1,180.32
Cash in hand		
Cash on hand	2.85	2.87
Currency on hand	7.74	4.92
Total	**3,880.07**	**2,620.47**

8 Non Current Borrowing

	As at March 31, 2026	As at March 31, 2025
Secured borrowings		
Term Loans		
From Bank/NBFC	188.82	210.99
	188.82	**210.99**

9 Trade Payables

	As at March 31, 2026	As at March 31, 2025
Trade payables - Product	17.03	24.50
Others	2,917.68	3,561.48
Total	**2,934.71**	**3,585.98**

Ageing for trade payable outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	3.62	-	-	-	3.62
(ii) Others	2,929.00	2.09	-	-	2,931.09
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
	2,932.62	**2.09**	**-**	**-**	**2,934.71**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

Ageing for trade payable outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	0.95	-	-	-	0.95
(ii) Others	3,582.85	2.18	-	-	3,585.03
(iii) Disputed Dues - MSME	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-
	3,583.80	**2.18**	**-**	**-**	**3,585.98**

10 Income Tax and Deferred Tax

Income Tax expense in the Statement of Profit & Loss comprised

Particulars	As at March 31, 2026	As at March 31, 2025
Current Tax	1,122.18	887.94
Deferred Tax Liability / (Asset)	(42.22)	(21.58)

Income Tax Asset / Income Tax Liabilities recognised in the Balancesheet

Particulars	As at March 31, 2026	As at March 31, 2025
Current Income Tax Asset	1,012.98	750.02
Current Income Tax Liability	1,127.60	854.17
Net Current Income Tax assets / (liability) at the end	**(114.62)**	**(104.15)**

Reconciliation of Effecive Tax rate

Particulars	As at March 31, 2026	As at March 31, 2025
Profit before Tax (A)	**4,281.12**	**3,499.10**
Tax rate	25.17%	25.17%
Tax using the Group's tax rate	1,077.47	880.65
Adjustments		
Non Deductible Expense	11.00	4.86
Tax effect of income exempt/ non taxable/ taxed on lower rate	(1.14)	(10.09)
Tax Provision(Reversal) of earlier years	(0.01)	0.54
Effect of differential tax rates	(7.43)	(9.06)
Others	0.08	-
Income tax recognised in statement of profit and loss for the current year (B)	**1,079.96**	**866.90**
Effective Tax Rate (B/A)	**25.23%**	**24.77%**

Entire Deferred Income Tax Asset for the year ended March 31, 2026 and March 31, 2025 relates to origination and reversal of temporary difference

Deferred Tax Assets / Liabilities (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Liability		
Timing difference between book and tax depreciation	-	-
Gross Deferred Tax Liability	**-**	**-**
Deferred Tax Asset		
On Disallowances under the Income Tax Act, 1961.- Gratuity	46.88	27.07
Timing difference between book and tax depreciation	54.32	29.33
Derivative Financial Instruments	94.09	-
Gross Deferred Tax Assets	**195.29**	**56.41**
Net Deferred Tax Asset	**195.29**	**56.41**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

(a) Movement in deferred tax assets (net) for the period ended 31st March, 2026.

Particulars	Opening Balance as at 1st April, 2025	Recognised in Profit and Loss	Recognised in OCI	Closing Balance as at 31st March, 2026
Tax effect of items constituting deferred tax assets :				
Employee Benefits	27.07	17.23	2.57	46.88
Property, Plant and Equipment	29.33	24.99	-	54.32
Derivative Financial Instruments	-	-	94.09	94.09
Total (A)	**56.41**	**42.22**	**96.66**	**195.29**
Tax effect of items constitutinI deferred tax liabilities:				
Preliminary Expense	-	-	-	-
Total (B)	**-**	**-**	-	-
Net Deferred Tax Assets/(liabilities) Total - (A-B)	**56.41**	**42.22**	**96.66**	**195.29**

(b) Movement in deferred tax assets (net) for the period ended 31st March, 2025.

Particulars	Opening Balance as at 1st April, 2024	Recognised in Profit and Loss	Recognised in OCI	Closing Balance as at 31st March, 2025
Tax effect of items constitutinI deferred tax assets :				
Employee Benefits	22.53	3.44	1.10	27.07
Property, Plant and Equipment	11.19	18.14	-	29.33
Total (A)	**33.73**	**21.58**	**1.10**	**56.41**
Tax effect of items constitutinI deferred tax liabilities:				
Preliminary Expense	-	-	-	-
Total (B)	**-**	**-**	-	-
Net Deferred Tax Assets/(liabilities) Total - (A-B)	**33.73**	**21.58**	**1.10**	**56.41**

11 Provisions

	As at March 31, 2026	As at March 31, 2025
Non-Current		
Provision for employee benefits		
Gratuity Provision (as per actuarial report)	117.12	92.67
	117.12	**92.67**
Current		
Provision for employee benefits		
Gratuity Provision (as per actuarial report)	69.13	14.90
Provident Fund Payable	14.16	14.52
Salary Payable	342.11	316.92
Other Provisions		
Expenses Payable	12.55	6.73
	437.95	**353.07**
Total	**555.07**	**445.74**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

12 Other Financial Liabilities

		As at March 31, 2026	As at March 31, 2025
Non Current			
Forward Contract Liability		194.54	-
	Total [A]	**194.54**	**-**
Current			
Forward Contract Liability		179.31	-
	Total [B]	**179.31**	**-**
	Total [A + B]	**373.85**	**-**

13 Other Liabilities

		As at March 31, 2026	As at March 31, 2025
Current			
Advance From Customers		-	-
Statutory Dues :			
TDS Payable		60.47	79.87
Professional Tax payable		0.92	0.93
GST Payable		16.41	3.53
Other Statutory dues Payable		16.64	16.99
	Total	**94.45**	**101.32**

14 Revenue from Operations

		As at March 31, 2026	As at March 31, 2025
Revenue from rendering of services			
Software Export Income		16,434.99	13,391.64
Domestic Sales		581.79	588.78
	Total	**17,016.78**	**13,980.42**

15 Other Income

		As at March 31, 2026	As at March 31, 2025
Interest Income on Financial Assets		117.00	52.45
Net gain on disposal / fair valuation of investments carried at fair value through profit or loss :		-	
Profit on sale of mutual funds (net) at FVTPL		77.02	146.29
Fair value changes of financial assets at FVTPL		98.42	
Forex gain/loss		177.51	248.16
Profit on Sale of Asset		0.31	-
Exchange gains/(losses) on foreign currency forward contracts		(274.40)	-
Miscelleneous Income, net		0.85	(1.31)
	Total	**196.72**	**445.58**

16 Purchase Cost

		As at March 31, 2026	As at March 31, 2025
Purchase Product Division			
Product Licences		6,208.66	5,046.04
Product Services		-	-
	Total	**6,208.66**	**5,046.04**

17 Employee Benefits Expense

		As at March 31, 2026	As at March 31, 2025
Salaries and wages, including bonus		4,595.58	4,308.44
Contribution to provident and other funds		91.80	89.04
Gratuity Expenses		94.56	30.22
Staff welfare expenses		98.68	81.10
Labour Welfare Expenses		0.16	0.15
	Total	**4,880.79**	**4,508.94**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

Note: Impact of Labour Codes

On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, ('Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Labour Codes, amongst other things introduces changes, including a uniform definition of wages and enhanced benefits relating to leave. The Group has reviewed the impact of these changes on the basis of expert involved and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India and based on its evaluation has determined that these amendments do not have a significant impact on the Group's Financial Statements.The Group continues to monitor the developments pertaining to Labour Codes and will evaluate impact if any on the measurement of the employee benefits liability.

18 Finance Cost

	As at March 31, 2026	As at March 31, 2025
Interest expense	28.26	27.30
Bank Charges	4.13	2.71
Stamp Duty	0.07	0.05
Other Charges	0.001	-
Total	**32.46**	**30.07**

19 Other Expenses

	As at March 31, 2026	As at March 31, 2025
A. ESTABLISHMENT EXPENSES		
Rent	155.38	150.21
Rates and taxes	6.61	6.49
Repairs and maintenance - Buildings	17.53	13.02
Repairs and maintenance - Others	33.95	40.36
Electricity Expenses	45.99	46.32
Total (A)	**259.46**	**256.40**
B. SELLING & DISTRIBUTION EXPENSES		
Tours & Travelling Expenses	220.98	187.70
Commission on Sales	-	7.26
Total (B)	**220.98**	**194.96**

19 Other Expenses

	As at March 31, 2026	As at March 31, 2025
C. OTHER EXPENSES		
Legal and other professional costs	10.73	5.66
Consultancy Charges	734.06	473.18
Auditor's Remuneration		
Statutory Audit Fees	1.80	1.80
Computer Consumable Expenses	139.12	70.68
Conveyance & Travelling Expenses	38.94	26.98
Mobile, Internet and Telephone Expenses	8.99	4.61
Other General Expenses	82.40	65.41
Listing Fees	5.85	5.85
Insurance Premium	12.86	7.02
STPI Charges	3.50	3.50
ISO Charges	2.57	-
CSR Expense	37.39	19.29
Total (C)	**1,078.22**	**683.98**
Total (A+B+C)	**1,558.66**	**1,135.34**

Consolidated Notes to the financial statements for the period ended March 31, 2026 (Amount in ₹ Lakhs)

20 EARNINGS PER SHARE (EPS) :

Basic EPS	**As at March 31, 2026**	**As at March 31, 2025**
Profit after tax attributable to equity shareholders	3,201.16	2,632.20
Nominal Value of equity share	10.00	10.00
Weighted average number of ordinary equity shares for Basic EPS	18,576,000.00	18,576,000.00
Basic EPS	**17.23**	**14.17**

Diluted EPS	**As at March 31, 2026**	**As at March 31, 2025**
Profit after tax attributable to equity shareholders	3,201.16	2,632.20
Add : Interest on dilutive potential equity shares which have been deducted in arriving at the Profit after Tax	-	-
Adjusted Net Profit	3,201.16	2,632.20
Nominal Value of equity share	10.00	10.00
Weighted average number of ordinary equity shares	18,576,000	18,576,000
Total Potential Weighted average number of ordinary equity shares	18,576,000	18,576,000
Diluted EPS	**17.23**	**14.17**

21 Equity Share Capital (Amount in ₹ Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Amount	No. of shares	Amount
Authorised:				
Equity shares of Rs. 10/- each with voting rights	**20,000,000**	**2,000.00**	**20,000,000**	**2,000.00**
Issued, Subscribed and Fully Paid:				
Equity shares of Rs. 10/- each with voting rights	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**
Total	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**

Company has issued Bonus Shares on September 7, 2022 in the ratio of 1:2 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

Company has issued Bonus Shares on August 04, 2023 in the ratio of 4:5 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

(i) The Company has only one class of shares referred to as equity shares having par value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share,

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

(iii) Aggregate Numbers and class of shares allotted as fully paid up pursuant to contract without payment being received in cash.

(iv) The Reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2026 and as at March 31, 2025 is as follows :

Equity Shares with Voting Rights (Amount in ₹ Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**
Add: Fresh Issue	-	-	-	-
Bonus Issue	-	-	-	-
At the end of period	**18,576,000**	**1,857.60**	**18,576,000**	**1,857.60**

Company has issued Bonus Shares on September 7, 2022 in the ratio of 1:2 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

Company has issued Bonus Shares on August 04, 2023 in the ratio of 4:5 i.e.,One Bonus Equity Shares of Rs. 10 each for every Two fully paid-up Equity Shares by utilisation of Free reserves.

(v) The details of shares held by each shareholder holding more than 5% shares are as follows :

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Niraj C Gemawat	3,399,366	18.30%	3,399,366	18.30%
Rachana N. Gemawat	2,573,417	13.85%	2,552,675	13.74%
Indrajeet A Mitra	870,750	4.69%	870,750	4.69%
M/S. Tecthink B.V.	4,725,000	25.44%	4,725,000	25.44%
M/S. VIN IT Solutions LLP	1,815,750	9.77%	1,815,750	9.77%

(vi) Shares held by promoters at the end of the year

Promoter name	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Niraj C Gemawat	3,399,366	18.30%	3,399,366	18.30%	0.00%
Indrajeet A Mitra	870,750	4.69%	870,750	4.69%	0.00%
Total	**4,270,116**	**22.99%**	**4,270,116**	**22.99%**	**0.00%**

22 Related Party Transactions

(A) Name of related parties and description of relationship :

Wholly Owned Subsidiary
Nintec Systmes B.V. (having 100% holding)

Entity under common control / common KMP / Associate Enterprise
Nintec B.V.

Other Related Party
C.B Gemawat Charitable Trust (Trust jointly controlled by KMPs)

List of Key Management Personnel :

Managing Directors
Niraj C. Gemawat

Executive Officer
Mohit S Soni (Chief Financial Officer)

Non Executive Director
Indrajeet Mitra
Rachana Gemawat
Somil Kumar Mathur
Mehul Makkampara *(appointed effective from February 01,2026)*
Rahul Guhathakurta *(appointed effective from February 01,2026)*
Hursh Jani *(resigned effective from February 12,2026)*
Vishal Shah *(resigned effective from February 12,2026)*

Company Secretary
Disha N Shah

Transactions with key managerial personnel **(Amount in ₹ Lakhs)**
The remuneration of directors and other members of key managerial personnel during the year was as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Salaries and Other employee benefits to Directors, Executive Officer and Company Secretary	39.63	35.40

*Employee benefits include salary, allowances, bonus, perquisites and sitting fees paid to directors.

Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements

Name of Entity	Net Assets		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	as %age of consolidated net assets	Amount	as %age of consolidated Profit or Loss	Amount	as %age of consolidated Othe Comrehensive Income	Amount	as %age of consolidated Total Comrehensive Income	Amount
Nintec Systems Limited	89.20%	8,172.75	86.85%	2,780.19	166.14%	(287.41)	82.32%	2,492.78
Foreign subsidiary								
Nintec Systems B.V.	9.56%	875.58	13.17%	420.97	-	-	13.92%	420.97
Adjustment arising out of consolidation		114.46				114.42		114.42
Total		**9,162.79**		**3,201.16**		**(172.99)**		**3,028.17**

23 Analytical Ratios

Sr. No	Particulars	Numerator	Denominator	2025-26	2024-25	% Change	Reason
1	Current Ratio(In Times)	Current Assets	Current Liabilities	2.86	2.15	33.26%	Current Asset increased compare to last year
2	Debt – Equity Ratio(In Times)	Total Debt = *Borrowings*	Shareholder's Equity = *Total Equity*	0.02	0.03	40.08%	Total Equity increased compare to last year
3	Debt Service Coverage Ratio(In Times)	Earnings available for debt service= *Net Profit before taxes + Non-cash operating expenses + Interest + other adjustments*	Debt Service = *Interest + Principal Repayments*	99.32	75.94	30.79%	Debt Service cost decreased compare to last year
4	Return on Equity (ROE)(In %)	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	41.85%	54.64%	23.41%	
5	Inventory Turnover Ratio(In Times)	Cost of goods sold OR sales	Average Inventory	-	-	-	The Company is operating under service Industry therefore this ratio is Not Applicable.
6	Trade receivables turnover ratio(In Times)	Net Credit Sales = Revenue From Operation	Average Accounts Receivable	3.47	3.91	11.40%	
7	Trade payables turnover ratio(In Times)	Net Credit Purchases = Purchase Cost	Average Trade Payables (Trade Payable related to Product Purchase)	3.96	8.63	54.17%	Average Trade Payables increased as compare to last year.
8	Net capital turnover ratio(In Times)	Net Sales = Revenue From Operation	Average Working Capital	2.34	3.12	24.80%	
9	Net profit ratio(In %)	Net Profit = Profit for the period	Net Sales = Revenue From Operation	18.81%	18.83%	0.08%	
10	Return on capital employed (ROCE)(In %)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	46.08%	55.53%	17.01%	
11	Return on investment (In %)	Income generated from invested funds	Average invested funds in treasury investments	6.46%	8.08%	19.99%	

24 Additional regulatory disclosures as per Schedule III of Companies Act. 2013

I The Group does not have any investment property.

II Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.

III No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

IV There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 for the year ended March 31, 2026.

V The Company has not operated in any crypto currency or Virtual Currency transactions.

VI During the year the Company has not disclosed or surrendered, any income other than the income recoginsed in the books of accounts in the tax assessments under Income Tax Act, 1961.

VII The borrowings taken by the company from banks/financial institutions has been used for the specific purpose for which it was taken.

In terms of our report attached.
For Samir M. Shah & Associates
Chartered Accountants
Firm Reg. No.–122377W

Samir M. Shah
Partner
Membership No. 111052

Place : Ahmedabad
Date : 27th May, 2026

For and on behalf of the Board of Directors
NINtec Systems Limited

Niraj C. Gemawat
Managing Director
DIN : 00030749

Indrajeet A. Mitra
Director
DIN:00030788

Mohit S Soni
Chief Financial Officer

Disha N. Shah
Company Secretary

Place : Ahmedabad
Date : 27th May, 2026

Glossary

We Enable Business Growth with Innovative Technology Solution

GLOSSARY

Abbreviations	Term in Brief
AGM	Annual General Meeting
AI	Artificial Intelligence
AI/ML	Artificial Intelligence/Machine Learning
BFSI	Banking, Financial Services & Insurance
BI	Business Intelligence
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CFO	Chief Financial Officer
CHRO	Chief Human Resource Officer
CIN	Corporate Identity Number
CS	Company Secretary
CSR	Corporate Social Responsibility
DAAI	Data, Analytics, and Artificial Intelligence
DIN	Director Identification Number
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings before Interest, Tax, Depreciations and Amortization
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GOI	Government of India
GST	Goods and Services Tax
ID	Independent Director
IEPF	Investor Education and Protection Fund Authority
Ind ASS	Indian Accounting Standards
IP	Intellectual Property
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IT	Information technology
KMP	Key Managerial Personnel
KPI	Key Performance Indicator
M&A	Mergers and Acquisitions
MCA	Ministry of Corporate Affairs
MD	Managing Director
MOU	Memorandum of Understanding
MRE	Median Remuneration of employees
NSE	National Stock Exchange of India Limited
NSL	NINtec Systems Limited
OAVM	Any Other Audio-Visual Means
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Price earnings

Abbreviations	Term in Brief
PSH/POSH	Prevention of Sexual Harassment
R&D	Research and Development
ROCE	Return on Capital Employed
RPT	Related Party Transactions
RTA	Registrar and Transfer Agent
SCRA	Securities Contracts Regulation Act
SEBI	Securities and Exchange Board of India
SEC	Securities Exchange Commission
SEZ	Special Economic Zones
SWOT	Strengths, Weaknesses Opportunities and Threats
UPSI	Unpublished Price Sensitive Information
VC	Video Conferencing
WTD	Whole-Time Director

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A Gateway Group Company

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