

**Vinsys IT Services India Limited**

(Formerly known as Vinsys IT Services India Private Limited)

Registered Office: S. No. 28/11-12 | 'Shivaji Niketan' | CTS No. 458A | Tejas Housing Society | Near Mantri Park | Behind Dhondiba Sutar Bus Stand | Kothrud | Pune - 411 038. Maharashtra, INDIA.

Contact: +91-20-25382807/43 | **Website:** www.vinsys.com

CIN: L72200PN2008PLC131274 | **Email:** vinsys@vinsys.com

Date: 8 September 2025

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051

Respected Sir/Ma'am

Sub.: Submission of Notice of 17th Annual General Meeting.

Ref.: Vinsys IT Services India Limited (Symbol / ISIN: VINSYS / INE00SJ01014)

We wish to inform you that the 17th Annual General Meeting (AGM) of the Company will be held on Tuesday, September 30, 2025 at 11.00 a.m. IST through Video Conferencing (VC) or Other Audio-Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 17th AGM.

We have attached herewith the Notice of 17th AGM of our Company for kind perusal of Stakeholders.

We would further like to inform you that the Company has fixed Tuesday, September 23, 2025, as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on August 29, 2025.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Saturday, September 27, 2025

End of e-voting: 5:00 p.m. (IST) on Monday, September 29, 2025

The Notice is also available on the Company's website at www.vinsys.com

You are requested to take the same on your records.

For, Vinsys IT Services India Limited

Vikrant Patil
Chairman and Managing Director
DIN 00325383
Place: Pune
Encl: Notice of AGM

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of Vinsys IT Services India Limited will be held on Tuesday, 30 September 2025, at 11:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 March 2025 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2:

To appoint a director in place of Mrs. Vinaya Patil (holding DIN 00325458), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3:

Appointment of Mr. Kunal Patil (DIN: 11052380) as a Non-Executive Non-Independent Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made there under and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee (the Committee) and approval of the Board, the consent of the members be and is hereby accorded for the appointment of Mr. Kunal Vikrant Patil (DIN:11052380), who was appointed by the Board as an Additional (Non-Executive) Director of the Company with effect from April 11, 2025, in terms of provisions of Section 161 of the Companies Act, 2013, and Articles of Association of the Company and who holds the office up to the date of ensuing General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, being eligible for appointment as Non-Executive Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Kunal Patil (DIN: 11052380) and filing of other necessary forms and documents with the Registrar of Companies."

ITEM NO. 4:

To consider and approve revision of Remuneration payable to Mr. Vikrant Shivajirao Patil (DIN: 00325383), Chairman and Managing Director of the Company for his remaining term:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments & SEBI regulations as applicable and modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board"), the approval of the Members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Vikrant Shivajirao Patil (DIN: 00325383), Chairman and Managing Director of the Company as set out in the explanatory statement attached hereto, for his remaining term until revised further with all other terms and conditions of his appointment remaining unchanged, and in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mr. Vikrant Shivajirao Patil (DIN 00325383), be paid a remuneration as set hereunder and the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, either jointly or severally, be and are hereby authorized to file the said resolution with the Registrar of Companies, and to

do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

ITEM NO. 5:

To consider and approve revision of Remuneration payable to Mrs. Vinaya Vikrant Patil (DIN: 00325458), Whole-Time Director of the Company for her remaining term:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments & SEBI regulations as applicable and modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision of remuneration payable to Mrs. Vinaya Vikrant Patil (DIN: 00325458), Whole-Time Director of the Company as set out in the explanatory statement attached hereto, for her remaining term until revised further with all other terms and conditions of her appointment remaining unchanged, and

in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mrs. Vinaya Vikrant Patil (DIN 00325458), be paid a remuneration as set hereunder and the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof from time to time and to undertake all such steps, as may be deemed necessary in this matter.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, either jointly or severally, be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

By order of the Board of Directors
of **Vinsys IT Services India Limited**

Gayatree Karandikar
Company Secretary &
Compliance Officer
ACS 37827

Date: 04.09.2025

Place: Pune

Registered Office

28/11+12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society,
Near Mantri Park, Kothrud,
Pune 411038
+91-20-25382807/43
compliance@vinsys.com

NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest being 09/2024 dated September 19, 2024, ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard and latest being SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities Exchange Board of India ("SEBI Circular"), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 17th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note below and available at the Company's website www.vinsys.com
2. Pursuant to the provisions of the Companies Act, 2013 (the Act), 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. Since this AGM is being held through the VC / OAVM facility pursuant to the provisions of the MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
3. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
7. Pursuant to the MCA Circulars read with SEBI Circular dated 5th January, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/ authorization etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to compliance@vinsys.com with a copy marked to evoting@nsdl.com and scrutinizer at scsandcollp@gmail.com, at least 48 hours before the commencement of AGM.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 large Shareholders (Shareholders holding 2% or more shareholding), 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.
9. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated 5th January, 2023 and Subsequent circulars issued in this regard, the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to Section 136 of the Companies Act, 2013 and

Notice calling the AGM pursuant to Section 101 of the Companies Act, 2013, read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company / MUFG Intime India Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

10. The Notice has also been uploaded on the website of the Company at www.vinsys.com and the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their respective Depository Participants.
12. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM, mentioning their name, demat account number/folio number, email id, and mobile number at compliance@vinsys.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2025. Members seeking to inspect such documents can send an email to compliance@vinsys.com.
15. Pursuant to regulation 44(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing VC/OAVM facility to its members to attend the AGM.
16. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
17. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the website <https://on.tcs.com/ODRPortal>.
19. Process and manner for Members opting for voting through Electronic means:
 - i. 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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no

voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Tuesday, 23 September, 2025, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The e-voting period commences on Saturday, 27 September 2025 at 09:00 A.M. (IST) and ends on Monday, 29 September 2025 at 05:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on Tuesday, 23 September, 2025, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
- v. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, 23 September, 2025.
- vi. The Company has appointed SCS AND CO. LLP (Firm Registration Number: L2020GJ008700), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

The remote e-voting period begins on September 27, 2025 at 09.00 A.M. and ends on September 29, 2025 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025 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 September 23, 2025

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 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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

Type of shareholders	Login Method
	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 scsandcollp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@vinsys.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or

16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@vinsys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 compliance@vinsys.com. The same will be replied by the company suitably.

The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than two working days from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vinsys.com and on the website of NSDL www.evoting.nsdl.com within two working days of the passing of the Resolutions at the 17th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

CONTACT DETAILS

Particulars	Details
Company	Vinsys IT Services India Limited S. No 28/11-12, Shivaji Niketan, CTS No. 458A, Tejas Housing Society, Near Mantri Park, Behind Dhondiba Sutar Bus Stand, Kothurd, Pune 411038 Tel No. +91-20-25382807/43 Email: compliance@vinsys.com Web: www.vinsys.com
Registrar and Share Transfer Agent	MUFG Intime India Private Limited Block No 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411001 E-mail: sandip.pawar@linkintime.co.in Website: linkintime.co.in Tel no.: 91-20-26160084
e-Voting Agency and VC/OAVM	National Securities Depository Limited Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	SCS and Co. LLP, Anjali Sangtani (Membership No. A41942 C P No.: 23630) Partner Email: scsandcollp@gmail.com Mo No: 079-40051702

ANNEXURE TO THE NOTICE

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

Item No. 3

The Board of Directors based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, appointed Mr. Kunal Vikrant Patil (DIN:11052380), as an Additional Director of the Company with effect from 28 March 2025 or the date of obtaining valid DIN from the Ministry of Corporate Affairs, whichever is later, i.e. 11 April 2025 and he holds office up to the date of the ensuing General Meeting or the last day on which the annual general meeting should have been held, whichever is earlier.

The Board of Directors had recommended Mr. Kunal Vikrant Patil (DIN:11052380) for the office of Non-Executive Director of the Company. Further, Mr. Kunal Patil is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

THE BRIEF PROFILE OF MR. KUNAL VIKRANT PATIL (DIN:11052380) IS AS UNDER:

Mr. Kunal Patil aged 27 years, boasts an impressive academic background, having attained his Master's degree in International Business from the renowned Hult International Business School, Sanfransisco.

Mr. Kunal Patil is a seasoned professional currently serving as the Managing Director International Business at Vinsys Information Technology Consultancy in the United Arab Emirates.

Kunal's global experience is reflected in his diverse work history across countries such as the US, UAE, China, India, and the UK. Mr. Kunal Patil holds 7,35,000 (5.01%) equity shares of the Company.

He is son of Mr. Vikrant Patil, Chairman and Managing Director and Mrs. Vinaya Patil, Whole Time Director of the Company.

Save and except Mr. Kunal Patil and Mr. Vikrant Patil and Mrs. Vinaya Patil being his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Mr. Vikrant Shivajirao Patil (DIN: 00325383) appointed as a Director of the company on January 11, 2008.

Further, the Board of Directors of the Company, in their meeting held on May 14, 2023, has changed the designation

of Mr. Vikrant Shivajirao Patil (DIN: 00325383) from Executive Director to Chairman and Managing Director of the Company. Mr. Vikrant Patil is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. He was appointed for a period of 5 (Five) years w.e.f. May 14, 2023, as Chairman and Managing Director of the company.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made by Mr. Vikrant Shivajirao Patil (DIN: 00325383) the Board, in its meeting held on September 04, 2025, has considered revision of Remuneration payable up to Rs. 6.00 Lakh per month w.e.f. September 30, 2025, with such increments as may be decided by the Board from time to time to be paid to Mr. Vikrant Shivajirao Patil, for his remaining tenure as Chairman and Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated May 15, 2023, shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mr. Vikrant Shivajirao Patil (DIN 00325383) be paid a remuneration as set hereunder and the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Vikrant Shivajirao Patil (DIN: 00325383) as Chairman & Managing Director is now being submitted to the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry:

The Company provides IT Services

Date or expected date of commencement of commercial production:

The Company has already commenced its operation since incorporation of the Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
Revenue From Operations	5859.21	4598.95
Other Income	327.23	179.20
Total Income	6186.44	4778.15
Earnings Before Interest, Taxes, Depreciation and Amortization Expense		
Finance Cost	181.80	174.88
Depreciation and Amortization Expense	289.83	248.82
Profit Before Tax	1540.30	1108.65
Extraordinary items	-	-
Tax Expense:	1540.30	1108.65
i. Current Tax Expense	363.99	246.73
ii. Deferred Tax Expenses	44.54	-121.78
iii. MAT	-	-
iv. Current tax expense relating to prior years	-	-
Profit After Tax	1131.77	983.70

Export performance and net foreign exchange: During the year under review, the company have Rs. 64.59 Lakhs export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2025 total holding of Foreign Shareholders was 19,48,334 Equity Shares. Foreign Companies was 1,62,413 Equity Shares and Foreign Portfolio Investos was 10,13,223 Equity Shares.

Information about the appointee:

Background Details:

Mr. Vikrant Shivajirao Patil aged 53 years appointed as an Executive Director of the Company on 11 January 2008.

Past Remuneration:

In the financial year 2024-25, Mr. Vikrant Shivajirao Patil (DIN: 00325383) was paid total remuneration and perquisite of Rs. 41.77 Lakhs as Chairman and Managing Director.

Recognition or awards:

Nil.

Job Profile and his suitability:

Mr. Vikrant Patil founded Vinsys IT Services in the year 1999 as a one-stop training provider that catered to the growing demand of corporate training and workforce development. Under his dynamic leadership, the Company has diversified into corporate training and consulting across the learning and development spectrum with a strong presence across technology training. IT Services Management, IT Governance, and Project Management training and consulting; foreign language and behavioural and management solutions.

With his relentless efforts, a passionate and focused outlook towards customer satisfaction and employee growth and an uncompromising commitment to quality and service, the

Company has established long term symbiotic associations with most of its customers, including Fortune 500 MNCs.

Mr. Vikrant started his career in technology sales with a MNC to Dubai, UAE. He developed and honed his entrepreneurial skill by creating and managing a successful Aptech franchise for seven years in Pune and sensing the need for quality training for MNCs in the late nineties, involved himself with enterprise technology training programs.

Mr. Vikrant drives the Company with his personal motto of 'valuing values' and not only knowing the right thing to do by acting on it and doing what is right.

Revised Terms and conditions of Remuneration: -

Basic Salary up to ₹ 6 Lakhs per month excluding perquisite for the existing remaining term w.e.f. September 30, 2025.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Vikrant Shivajirao Patil, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Vikrant Shivajirao Patil (DIN: 00325383) has pecuniary relationship to the extent he is Promoter – Chairman and Managing Director - Shareholder of the Company & relative of Promoter & Director Mrs. Vinaya Patil & non-executive Director Mr. Kunal Patil.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revision of remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Vikrant Shivajirao Patil (DIN: 00325383) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

The Board of Directors is of the view that the revision of Remuneration payable to Mr. Vikrant Shivajirao Patil (DIN: 00325383) for the existing remaining term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Vikrant Shivajirao Patil (DIN: 00325383) himself and, Mrs Vinaya Patil, Mr. Kunal Patil being his relatives none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Mrs. Vinaya Vikrant Patil (DIN: 00325458) was a Director of the Company, since incorporation of Company, i.e. on January 11, 2008.

Further, The Board of Directors of the Company, in their Meeting held on May 14, 2023 has approved change in designation of Mrs. Vinaya Vikrant Patil (DIN: 00325458) from Executive director to Whole Time Director of the Company. Mrs. Vinaya Vikrant Patil is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. She was appointed for a period of 5 (Five) years w.e.f. May 14, 2023 as Whole time Director of the Company.

On the recommendation of the Nomination and Remuneration Committee of the Company and looking to the contributions made

by Mrs. Vinaya Vikrant Patil (DIN: 00325458) the Board, in its meeting held on September 04, 2025, has considered revision of Remuneration payable up to Rs. 4.00 Lakhs per month w.e.f. September 30, 2025 with such increments as may be decided by the Board from time to time to be paid to Mrs. Vinaya Vikrant Patil, for her remaining tenure as Whole-Time Director. The other terms and conditions of her appointment, as approved by the Shareholders vide their resolution dated May 15, 2023 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s), or reenactment(s) thereof for the time being in force), and articles of association of the Company and subject to such approvals as may be necessary, Mrs. Vinaya Vikrant Patil (DIN 00325458) be paid a remuneration as set hereunder and the limits as mentioned in schedule V in absence of profit or no profits in any year by the Company shall not be adhered.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mrs. Vinaya Vikrant Patil (DIN: 00325458) as Whole-Time Director is now being submitted to the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry:

The Company provides IT Services.

Date or expected date of commencement of commercial production:

The Company has already commenced its operations since incorporation of the Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not Applicable

Financial performance based on given indicators:

Particulars	(Amount in Lakhs)	
	Year Ended 31.03.2025	Year Ended 31.03.2024
Revenue From Operations	5859.21	4598.95
Other Income	327.23	179.20
Total Income	6186.44	4778.15
Earnings Before Interest, Taxes, Depreciation and Amortization Expense		
Finance Cost	181.80	174.88
Depreciation and Amortization Expense	289.83	248.82

(Amount in Lakhs)

Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
Profit Before Tax	1540.30	1108.65
Extraordinary items	-	-
Tax Expense:	1540.30	1108.65
i. Current Tax Expense	363.99	246.73
ii. Deferred Tax Expenses	44.54	-121.78
iii. MAT	-	-
iv. Current tax expense relating to prior years	-	-
Profit After Tax	1131.77	983.70

Export performance and net foreign exchange: During the year under review, the company have Rs. 64.59 Lakhs export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2025 total holding of Foreign Shareholders was 19,48,334 Equity Shares. Foreign Companies was 1,62,413 Equity Shares and Foreign Portfolio Investos was 10,13,223 Equity Shares.

Information about the appointee:

Background Details:

Mrs. Vinaya Vikrant Patil aged 50 years and has been appointed as Whole Time Director w.e.f. May 14, 2023. She is a Science Graduate from the University of Pune, India.

Past Remuneration:

In the financial year 2024-25, Mrs. Vinaya Vikrant Patil (DIN: 00325458) was paid total remuneration and perquisite of Rs. 29.77 Lakhs as Whole-Time Director.

Recognition or awards:

Nil.

Job Profile and his suitability:

Mrs. Vinaya Patil is the quintessential operations and money manager, instrumental in managing the Company's profitable growth, its expanding franchise network and business acquisitions.

From the getting the Company's accounts audited to introducing robust internal financial systems. She ensures Vinsys IT Services is the leading light in the education industry when it comes to corporate transparency, ethics and financial disclosure.

Her specialities include financial reporting and taxation, credit and cash flow forecasting, risk management, payroll and pension plans, and financial data analytics.

She brings a process-oriented approach to the finance and accounting function and combines that with her proactive nature that enables all strategic business units of the Company to combine their business knowledge with her financial insights to find ways to increase the Company's growth.

Mrs. Vinaya Patil's style of work goes beyond presenting data and looks at potential opportunities for the Company's growth.

Revised Terms and conditions of Remuneration: -

Basic Salary up to ₹ 4 Lakhs per month excluding perquisite for the existing remaining term w.e.f. September 30, 2025;

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mrs. Vinaya Vikrant Patil, the responsibilities should render by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mrs. Vinaya Vikrant Patil (DIN: 00325458) has pecuniary relationship to the extent she is Promoter – Whole-time Director - Shareholder of the Company & relative of Promoter & Director Mr. Vikrant Patil & non-executive Director Mr. Kunal Patil.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revision of remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mrs. Vinaya Vikrant Patil (DIN: 00325458) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

The Board of Directors is of the view that the revision of Remuneration payable to Mrs. Vinaya Vikrant Patil (DIN: 00325458) for the existing remaining term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with her abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Vinaya Vikrant Patil (DIN: 00325458) herself and Mr. Vikrant Patil & Mr. Kunal Patil being her relatives, none of the

Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding in the Company.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

By order of the Board of Directors
of **Vinsys IT Services India Limited**

Gayatree Karandikar
Company Secretary &
Compliance Officer
ACS 37827
Date: September 04, 2025
Place: Pune

Registered Office
28/11+12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society,
Near Mantri Park, Kothrud,
Pune 411038
+91-20-25382807/43
compliance@vinsys.com

Annexure – 1

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Details of the Director(s) seeking appointment / re-appointment and/or fixation of remuneration of Directors at the 17th Annual General Meeting

Sr. No.	Particulars	Details of Director		
1.	Name of Director	Mr. Vikrant Shivajirao Patil	Mrs. Vinaya Vikrant Patil	Mr. Kunal Vikrant Patil
2.	DIN	00325383	00325458	11052380
3.	Age and date of birth	01/07/1969, i.e., 56 years	06/11/1972, i.e., 52 years	21/09/1997, i.e., 27 years
4.	Nationality	Indian	Indian	Non-Resident
5.	Date of first appointment on the Board	January 11, 2008	11 January 2008	April 11, 2025
6.	Date of current designation	May 14, 2023	May 14, 2023	April 11, 2025
7.	Relationship with other Directors	Spouse of Mrs. Vinaya Vikrant Patil, Whole-Time Director & father of Mr. Kunal Patil, non – executive Director	Spouse of Mr. Vikrant Shivajirao Patil, Chairman and Managing Director & mother of Mr. Kunal Patil, non – executive Director	Son of Mr. Vikrant Shivajirao Patil, Chairman and Managing Director and Mrs. Vinaya Vikrant Patil, Whole Time Director
8.	Qualification and Experience	<p>He is an engineering graduate from Pune, India. with a post graduate Diploma in Business Administration from Melbourne, Australia.</p> <p>Mr. Vikrant Patil founded Vinsys IT Services in the year 1999 as quintessential operations and a one-stop training provider that money manager, instrumental catered to the growing demand of in managing the Company's corporate training and workforce profitable growth, its expanding development. Under his dynamic franchise network and business as the Managing Director leadership, the Company has diversified into corporate training and consulting across the learning and development spectrum with a strong presence across technology training. IT Services Management, IT Governance, and Project Management training and consulting; foreign language and behavioural and management solutions.</p> <p>With his relentless efforts, a passionate and focused outlook towards customer satisfaction and employee growth and an uncompromising commitment to quality and service, the Company has established long term symbiotic associations with most of its customers, including Fortune 500 MNCs.</p>		
		<p>Degree of Bachelor of Home Science from the Shreemati Nathibai Damodar Thackeray Woman's University, Bombay</p> <p>Mrs. Vinaya Patil is the Managing Director of Vinsys Information Technology as quintessential operations and accounts audited in introducing robust internal financial systems, she ensures Vinsys IT Services is the leading light in the education industry when it comes to the corporate transparency, ethics and the UK financial disclosure.</p> <p>Her specialty includes financial reporting and taxation, credit and cash flow forecasting, risk management, payroll and pension plans and financial data analytics.</p>		
		<p>Mr. Kunal Patil aged 27 years, boasts an impressive academic background, having attained his Master's degree in International Business from the renowned Hult International Business School, Sanfransisco .</p> <p>Mr. Kunal Patil is a seasoned professional currently serving International Business at Vinsys Information Technology Consultancy in the United Arab Emirates.</p> <p>Kunal's global experience is reflected in his diverse work history across countries such as the US, UAE, China, India, and</p>		

Sr. No.	Particulars	Details of Director		
		<p>Mr. Vikrant started his career in She brings a process-oriented technology sales with a MNC to approach to the finance and Dubai, UAE. He developed and accounting function and honed his entrepreneurial skill by combines that with her proactive creating and managing a successful nature that enables all strategic Aptech franchise for seven years in business units of the Company Pune and sensing the need for quality to combine their business training for MNCs in the late nineties, knowledge with her financial involved himself with enterprise insights to find ways to increase technology training programs. the Company's growth.</p> <p>Mr. Vikrant drives the Company with his Her style of work goes beyond personal motto of 'valuing values' and presenting the data and looks not only knowing the right thing to do by at potential opportunities for the acting on it and doing what is right. Company's growth.</p>		
9.	Board membership in other companies as on 31 March 2025	1. Vikvins Consultants Private Limited	2. Vikvins Consultants Private - Limited 3. Vikblok Tech Private Limited 4. Vinsys CSR Foundation	
10.	Chairman / member of the Committee of the Board of Directors in other companies as on 31 March 2025	Member – Stakeholders Relationship Committee Vinsys IT Services India Limited Member – Nomination and Remuneration Committee Vinsys IT Services India Limited	Member – Audit Committee Vinsys IT Services India Limited	Member – Nomination and Remuneration Committee of Vinsys IT Services India Limited w.e.f. April 11, 2025
11.	Number of shares in the Company as on 31 March 2025	34,30,000	51,02,500	7,35,000
12.	Number of meetings of the Board attended during the year	07	07	NA
13.	Details of remuneration	To be paid: 6.00 lakhs per month w.e.f. September 30, 2025 Last drawn: 41.77 lakhs per annum	To be paid: 4.00 lakhs per month w.e.f. September 30, 2025 Last drawn: 29.77 lakhs per annum	To be paid: Payment of sitting fees for attending the Board meetings and Committee meetings
14.	Terms and conditions of appointment or re-appointment	Appointment with effect from May 14, 2023, for a term of 5 years, liable to retire by rotation	Appointment with effect from - May 14, 2023, for a term of 5 years, liable to retire by rotation	
15.	Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June, 20, 2018	The Director being re-appointed is not debarred from holding the office of a Director by virtue of any SEBI Order or such any other authority	The Director being re-appointed is not debarred from holding the office of a Director by virtue of any SEBI Order or such any other authority	The Director being re-appointed is not debarred from holding the office of a Director by virtue of any SEBI Order or such any other authority



REGISTERED OFFICE

S. No. 28/11-12, Shivaji Niketan,
CTS No. 458A, Tejas Housing
Society, Near Mantri Park,
Behind Dhondiba Sutar Bus
Stand, Kothrud, Pune 411038