Vinsys IT Services India 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 I **Email**: vinsys@vinsys.com

Date: November 23, 2026

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 Extra Ordinary General Meeting of the company.

Ref: Vinsys IT Services India Limited (SYMBOL/ISIN: VINSYS/INE0OSJ0101)

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of Extra-ordinary General Meeting dated, November 20, 2026 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolution as set out in the notice, in respect of Extra Ordinary General Meeting of the Members of Vinsys IT Services India Limited ("the company") to be held on Tuesday, December 15, 2026 at 11:30 A.M. through Video Conference (VC) or Other Audio Visual Means (OAVM).

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 whose email id is registered with the Company/Depositories, as on Friday, November 20, 2026.

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. on Saturday, December 12, 2026
End of e-voting: 5:00 P.M. on Monday, December 14, 2026

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

Thanking you,

Yours faithfully,
For, Vinsys IT Services India Limited

Gayatree Neeraj Karandikar
Digitally signed by Gayatree Neeraj Karandikar
Date: 2026.11.23 17:35:55 +05'30'

Gayatree Karandikar
Company Secretary & Compliance Officer
M. No. A37827
Place: Pune
Encl: Notice of EOGM

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

To,
The Member(s)

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of **Vinsys IT Services India Limited** will be held on Tuesday, December 15, 2026 at 11:30 A.M. through video conference ("VC") or Other Audio-Visual Means (OAVM), to transact the following businesses:

SPECIAL BUSINESSES

ITEM NO. 1:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the Rules framed thereunder, subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded to increase in the Authorised Share Capital of the Company from existing Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of face value of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crores only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of face value of Rs. 10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

"V. The Authorised Share Capital of the Company is 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of bringing into effect this resolution, any Directors of the Company or Chief Financial Officer or Company Secretary be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, including but not limited to MCA, SEBI, Banks for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

ITEM NO. 2:

ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS:

*To consider and if thought fit to pass, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 5,67,250 (Five Lakh Sixty-Seven Thousand Two Hundred Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis ("Preferential Issue"), to the Proposed allottees belonging to Non-Promoters/Public, as stated herein below, at an issue price of Rs. 617/- per equity Share (including premium of Rs. 607/- per equity Share), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottees	Category	No of Equity shares proposed to be issued
1.	GARIMA SUHAS KHABIYA	Non-Promoter	105500
2.	ARYA SHIVAJI MANKAR	Non-Promoter	32500
3.	ADITYA PRAKASH DHARIWAL	Non-Promoter	16250
4.	ASHISH ANILKUMAR DESAI	Non-Promoter	81000
5.	RAJIV KISAN JOSHI	Non-Promoter	162000
6.	SAIRAM HOLDINGS PRIVATE LIMITED	Non-Promoter	64750
7.	VISTA AXIS VCC-QUANT FUND	Non-Promoter	81000
8.	S&A FAMILY TRUST 1	Non-Promoter	24250
		TOTAL	**567250**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Friday, November 13, 2026 being the date 30 days prior to the deemed date of passing of resolution via Extra- Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

a) The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.

b) The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE0OSJ01014 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.

d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

e) The equity shares so offered, issued and allotted will be listed on the Emerge Platform of National Stock Exchange of India Limited, where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT Executive Directors of the Company, be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.**"**

ITEM NO. 3:

ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS:

To consider and if thought fit to pass, the following resolution as a ***Special Resolution****:*

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 32,500 (Thirty-Two Thousand Five Hundred) Fully Convertible Warrants ("Equity Warrant(s)") each convertible into, or exchangeable for, 1 (One) fully paid up equity share of the Company of Face Value of Rs. 10/- (Rupees Ten Only) each to Promoter Group of the company, ("Warrant Holder" / "Proposed Allottee") as stated herein below, consideration of which shall be payable in cash, at price of Rs. 617/- Per Warrant ("Warrants Issue Price"), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	KARAN VIKRANT PATIL	Promoter Group	32500
TOTAL			**32500**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Warrants shall be Friday, November 13, 2026 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at this Extra- Ordinary General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of Warrants and consequent allotment of equity shares to the Proposed Allottees/warrant holders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

a) Each warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time in one or more tranches, Within Eighteen (18) months from date of allotment of warrants (the "Warrant Exercise Period") on such other terms and conditions as applicable.

b) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

c) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

d) The warrants by itself do not give to the warrants holder any rights of the shareholder(s) of the Company.

e) The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on

account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

f) The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/ sub-division/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

g) The warrant holder(s) shall be entitled to the option of exercising any or all of the warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion.

h) The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

i) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees;

j) The Equity Shares to be so allotted on exercise of option of conversion of warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

k) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;

l) The warrants being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but without limitation to, issuing clarifications, resolving all questions or doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Warrants and/or Equity Shares and on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilisation of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person."

For, Vinsys IT Services India Limited

Sd/-
Gayatree Karandikar
Company Secretary & Compliance Officer

Place: Pune
Date: November 20, 2026

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

ITEM NO 1:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY: ORDINARY RESOLUTION

In order to broaden the capital structure of the Company and to enable the Company to issue further shares, the Board of Directors proposes to increase the Authorised Share Capital of the Company from present ₹ 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of face value of ₹ 10/- each to ₹ 16,00,00,000/- (Rupees Sixteen Crores only), divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of face value of ₹ 10/- each by way of creation of an additional 5,00,000 (Five Lakhs) Equity Shares of Rs.10/-each (Rupees Ten only) each, aggregating to additional capital of Rs. 50,00,000/- (Rupees Fifty Lakhs Only).

As a consequence of increase of authorized share capital of the Company, the existing Authorised Share Capital clause (Clause V) in the Memorandum of Association of the Company be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013. Therefore, the Board recommends the resolution as set out at Item No. 1 hereof for approval of the shareholders as an Ordinary Resolution.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day, during business hours on receipt of prior notice by the members in this regard.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Boardof India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on November 20, 2026, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 5,67,250 (Five Lakh Sixty-Seven Thousand Two Hundred Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date, being Friday, November 13, 2026.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
9. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the EGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the Preferential Issue including date of passing of Board resolution.

The Board of Directors at its meeting held on November 20, 2026 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 5,67,250 (Five Lakh Sixty-Seven Thousand Two Hundred Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 617/- per equity Shares (including premium of Rs. 607/- per equity Share) aggregating up to Rs. 34,99,93,250 (Rupees Thirty-Four Crores Ninety-Nine Lakhs Ninety-Three Thousand Two Hundred Fifty only) for cash consideration, on a preferential basis.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 5,67,250 (Five Lakh Sixty-Seven Thousand Two Hundred Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 617/- per equity Share (including premium of Rs. 607/- per equity Share) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of the Company have been listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE") for a period of more than 90 trading days as on the Relevant Date, i.e. Friday, November 13, 2026, and are frequently traded within the meaning of the SEBI ICDR Regulations.

Pursuant to Regulation 164(1) of the SEBI ICDR Regulations, the floor price for the Preferential Issue shall not be less than the higher of the following:

i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Article of Association do not provide for method of determination which result in floor price higher than that determine under ICDR Regulation.

Accordingly, the issue price for the Preferential Issue has been determined at Rs. 617/- (Rupees Six Hundred Seventeen only) per Equity Share, including a Securities Premium of Rs. 607/- (Rupees Six Hundred Seven only) per Equity Share, which is higher than the applicable floor price of Rs. 616.20/- (Rupees Six Hundred Sixteen and Twenty paise only) per Equity Share determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 617/- (Rupees Six Hundred Seventeen only) per Equity Share including Security Premium of Rs. 607/- (Rupees Six Hundred Seven only) Per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 34,99,93,250 (Rupees Thirty-Four Crores Ninety-Nine Lakhs Ninety-Three Thousand Two Hundred Fifty only).

G. The Objects of the issue through preferential offer:

The Company proposes to utilise the proceeds of the Issue towards repayment of the secured loans availed by the Company, meeting its working capital requirements and for general corporate purpose of the Company.

H. Interim use of Issue proceeds

Pending the utilization of the proceeds of the Issue for the Objects stated above, the Company may invest the Issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under the applicable laws.

I. The Total Number of securities to be issued:

The total number of Equity Shares proposed to be issued is Up to 5,67,250 (Five Lakh Sixty-Seven Thousand Two Hundred Fifty) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

J. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the Promoter(s), Director(s), Key Managerial Personnel or Senior Management Personnel of the Company intend to subscribe to the Equity Share proposed to be issued under the present Preferential Issue.

K. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Equity Shares is proposed to be made to the:-

a) Public - Non-Institutional – Individuals
b) Public - Non-Institutional – NRI
c) Public - Non-Institutional –Body Corporate
d) Public - Non-Institutional – FPI
e) Public - Non-Institutional – Trust

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

L. Shareholding Pattern of the Company before and after the Preferential Issue:

	Pre-Issue[1]		Post Issue – Equity [2] [3]		Post-warrants [2] [3][4]	
Category of Shareholder	**No. of Equity Shares**	**%**	**No. of Equity Shares**	**#%**	**No. of Equity Shares**	**#%**
A. Promoter & Promoter Group						
1. Indian						
Individuals/ Hindu Undivided Family	8532500	57.85	8532500	54.88	8532500	54.76
Any other	0	0.00	0	0.00	0	0.00
Sub Total (A)(1)	**8532500**	**57.85**	**8532500**	**54.88**	**8532500**	**54.76**
2. Foreign						
Individuals (Non-Resident Individuals/ Foreign Individuals)	1090750	7.39	1090750	7.02	1123250	7.21
Any other	0	0.00	0	0.00	0	0.00
Sub Total (A)(2)	**1090750**	**7.39**	**1090750**	**7.02**	**1123250**	**7.21**
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**9623250**	**65.24**	**9623250**	**61.89**	**9655750**	**61.97**
B. Non-promoters' holding (Public shareholding)						
1.Institutions (Foreign)						
Foreign Portfolio Investors Category I	1575983	10.68	1656983	10.66	1656983	10.63
Foreign Portfolio Investors category II	515750	3.50	515750	3.32	515750	3.31
Institutions (Domestic)						
Banks	0	0.00	0	0.00	0	0.00
Alternate Investment Funds Category I	0	0.00	0	0.00	0	0.00
Alternate Investment Funds Category III	3250	0.02	3250	0.02	3250	0.02
Sub-Total (B) (1)	**2094983**	**14.20**	**2175983**	**13.99**	**2175983**	**13.97**
2. Central Government/State Government(s)/President of India	0	0.00	0	0.00	**0**	0.00
Sub-Total (B) (2)	**0**	0.00	**0**	0.00	**0**	0.00
3. Non-institutions						
a) Individuals -						

Resident Individuals holding nominal share capital up to Rs. 2 lakhs	922380	6.25	1138950	7.33	1138950	7.31
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	982838	6.66	1210338	7.78	1210338	7.77
Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00	0	0.00
Key Managerial Personnel	1000	0.01	4000	0.03	4000	0.03
Bodies Corporate	95842	0.65	160592	1.03	160592	1.03
Non-Resident Indians (NRIs)	983028	6.66	1164528	7.49	1164528	7.47
Any Other (HUF)	38123	0.26	38123	0.25	38123	0.24
Any Other (Clearing Member)	7000	0.05	7000	0.05	7000	0.04
Any Other (foreign Companies)	413	0.003	413	0.003	413	0.003
Any Other (Trusts)	1000	0.01	25250	0.16	25250	0.16
Sub-Total (B) (3)	**3031624**	**20.55**	**3749194**	**24.11**	**3749194**	**24.06**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**5126607**	**34.76**	**5925177**	**38.11**	**5925177**	**38.03**
C.Shares held by Custodians and against which Depository	0	0.00	0	0.00	0	0.00
Sub Total (C)	0	0.00	0	0.00	0	0.00
GRAND TOTAL (A)+(B)+(C)	**14749857**	**100.00**	**15548427**	**100.00**	**15580927**	**100.00**

Note:

1) *The Pre-Issue Shareholding Pattern is based on shareholding as on November 20, 2026.*

2) *The Post-Issue Shareholding Pattern in the above table has been prepared on the basis that the proposed allottees will subscribe to all the Equity Shares proposed to be allotted to them pursuant to the Preferential Issue, and the proposed allottee of Warrants will subscribe to all the Warrants and exercise the option to convert them into resultant Equity Shares, as indicated in this Notice. In the event that, for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted all or any of the Equity Shares or Warrants, or do not convert all or any of the Warrants into Equity Shares, the Post-Issue Shareholding Pattern shall undergo corresponding changes.*

3) **#***The Post-Issue Shareholding Pattern has been prepared on a fully diluted basis after considering the proposed preferential allotment of Equity Shares, the Equity Shares arising upon full conversion of the proposed Warrants, and 2,31,320 outstanding ESOPs as on date (assuming full exercise of all such outstanding ESOPs).*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

M. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

N. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner
1.	GARIMA SUHAS KHABIYA	Public	Public	Self
2.	ARYA SHIVAJI MANKAR	Public	Public	Self
3.	ADITYA PRAKASH DHARIWAL	Public	Public	Self
4.	ASHISH ANILKUMAR DESAI	Public	Public	Self
5.	RAJIV KISAN JOSHI	Public	Public	Self
6.	SAIRAM HOLDINGS PRIVATE LIMITED	Public	Public	VEDANTIKA SHIVENDRASINH BHONSLE
7.	VISTA AXIS VCC-QUANT FUND	Public	Public	VEERENDRA KEDARNATH CHANDALADA
8.	S&A FAMILY TRUST 1	Public	Public	ANURADHA SUDHIR DARODE; SHREERAJ SUDHIR DARODE; SHREETEJ SUDHIR DARODE

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2026-27 (till the date of this notice).

O. The percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of Proposed Allottees	Category	Post Issue	
			No. of Shares	% of Shareholding (Post Issue of Equity Shares, Equity Shares Pursuant to Conversion of warrant and outstanding ESOPS)
1.	GARIMA SUHAS KHABIYA	Public	112250	0.72
2.	ARYA SHIVAJI MANKAR	Public	32500	0.21
3.	ADITYA PRAKASH DHARIWAL	Public	16250	0.10
4.	ASHISH ANILKUMAR DESAI	Public	82750	0.53
5.	RAJIV KISAN JOSHI	Public	350500	2.25
6.	SAIRAM HOLDINGS PRIVATE LIMITED	Public	64750	0.42
7.	VISTA AXIS VCC-QUANT FUND	Public	517250	3.32
8.	S&A FAMILY TRUST 1	Public	24250	0.16

P. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Friday, November 13, 2026, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra- Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

Q. Principle terms of assets charged as securities

Not Applicable

R. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

S. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

T. Undertaking regarding re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

U. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. SCS and Co. LLP, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at https://www.vinsys.com/investor/disclosures under Investors Tab.

V. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

W. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the current financial year 2026-27. (till the date of this notice).

X. Listing:

The Company will make an application to National Stock Exchange of India Limited, at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

Y. Material terms of raising such securities

All material terms have been set out above.

Z. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

ITEM NO. 3:

TO CONSIDER & APPROVE ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION

The Board of Directors at its meeting dated November 20, 2026 have proposed to create, offer, issue and allot Up to 32,500 (Thirty-Two Thousand Five Hundred) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 617/- per warrants each to be payable in cash ("Warrant Issue Price"), aggregating Up to Rs. 2,00,52,500 (Rupees Two Crores Fifty-Two Thousand Five Hundred only) ("Total Issue Size") on a preferential basis to Promoter Group ("Warrant Holder(s)"/ "Proposed Allottees"), on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited, ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allotee of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Proposed Allottee have represented and declared to the Company that he hasn't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Friday, November 13, 2026.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

a) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;

b) In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Friday, November 13, 2026.

c) In accordance with the applicable provisions of the SEBI (ICDR) Regulations an amount of Rs. 154.25/- (One Hundred Fifty-Four Rupees and Twenty-Five paisa only.) which is equivalent to 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");

d) The Warrant Holder shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs. 462.75/- (Rupees Four Hundred Sixty-Two and Seventy-Five paise Only) being 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;

e) On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised within end of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

h) The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking Listing approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i) The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j) The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Friday, November 13, 2026. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. The Objects of the issue through preferential offer:

The Company proposes to utilise the proceeds of the Issue towards repayment of the secured loans availed by the Company, meeting its working capital requirements and for general corporate purpose of the Company.

B. Interim use of Issue proceeds

Pending the utilization of the proceeds of the Issue for the Objects stated above, the Company may invest the Issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under the applicable laws.

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

C. The price or price band at/within which the allotment is proposed

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price of Rs. 617/- (Rupees Six Hundred Seventeen only) per warrant including Security Premium of Rs. 607/- (Rupees Six Hundred Seven only) per warrant, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

D. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	KARAN VIKRANT PATIL	Promoter Group	32500
TOTAL			**32500**

E. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on November 20, 2026 proposed to issue and allot up to 32,500 (Thirty-Two Thousand Five Hundred) Fully Convertible warrants at a price of Rs. 617/- (Rupees Six Hundred Seventeen only) per warrant each convertible into 1 (One) Equity shares of face value of Rs. 10.00/- each at a premium of Rs. 607/- (Rupees Six Hundred Seven only)) per warrants aggregating to not more than Rs. 2,00,52,500 (Rupees Two Crores Fifty-Two Thousand Five Hundred only) to the proposed allottees.

F. Basis or justification of the price (including premium, if any) at which the offer or invitation sis being made along with report of the registered valuer & pricing of the preferential issue;

The Equity Shares of the Company have been listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE") for a period of more than 90 trading days as on the Relevant Date, i.e. Friday, November 13, 2026, and are frequently traded within the meaning of the SEBI ICDR Regulations.

Pursuant to Regulation 164(1) of the SEBI ICDR Regulations, the floor price for the Preferential Issue shall not be less than the higher of the following:

i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Article of Association do not provide for method of determination which result in floor price higher than that determine under ICDR Regulation.

Accordingly, the issue price for the Preferential Issue has been determined at Rs. 617/- (Rupees Six Hundred Seventeen only) per warrant, including a Securities Premium of Rs. 607/- (Rupees Six Hundred Seven only) per warrant, which is higher than the applicable floor price of Rs. 616.20/- per warrants determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

G. Relevant date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the determination of the minimum price for the Warrants to be issued is Friday, November 13, 2026, being the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting;

H. Amount which the company intends to raise by way of such securities;

Rs. 2,00,52,500 (Rupees Two Crores Fifty-Two Thousand Five Hundred only)

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Mr. Karan Vikrant Patil (Promoter group) intends to subscribe to 32,500 Equity Warrants to the proposed preferential issue. Except for the aforesaid proposed subscription to Equity Warrants, none of the other Promoter(s), Director(s), Key Managerial Personnel or Senior Management Personnel of the Company intend to subscribe to the Equity Shares/warrants proposed to be issued under the present Preferential Issue.

J. Proposed time within which the proposed preferential issue shall be completed:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals or permissions.

Warrant Holders has an option to convert warrants, at any time, in one or more tranches, Within Eighteen (18) months from date of allotment of warrants on payment of 75% balance amount due on warrants, into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each.

K. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor its directors have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

L. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

M. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the financial year 2026-27 till the date of this Notice.

N. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

Sr. No.	Name of Proposed Allottees	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post the preferential issue
1.	KARAN VIKRANT PATIL	Promoter Group	Promoter Group

O. Valuation for consideration other than cash:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

P. Lock-in:

The Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

Q. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

R. The class or classes of persons to whom the allotment is proposed to be made:

The allotment of Convertible warrants is proposed to be made to the:

a) Promoter Group- Non-Institutional – NRI

S. Details of Proposed Allottee and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allotees	Category of Allottees	Ultimate Beneficial Owner
1.	KARAN VIKRANT PATIL	Promoter Group	Self

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

T. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of Proposed Allottees	Category	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of Shares	%		No. of Shares	%
1.	KARAN VIKRANT PATIL	Promoter Group	585000	3.97	32500	617500	3.96#

The post-issue capital percentage has been computed assuming full subscription and allotment of the proposed equity shares on a preferential basis, including equity shares to be issued pursuant to the conversion of warrants, and considering the outstanding 2,31,320 ESOPs, assuming exercise of all such ESOPs.

There shall be no change in the management or control of the Company pursuant to the proposed issueand allotment of convertible warrants including conversion thereof into equity.

U. Shareholding pattern of the issuer before and after the preferential issue:

	Pre-Issue[1]		Post Issue – Equity [2] [3]		Post-warrants [2] [3][4]	
Category of Shareholder	**No. of Equity Shares**	**%**	**No. of Equity Shares**	**#%**	**No. of Equity Shares**	**#%**
A. Promoter & Promoter Group						
1. Indian						
Individuals/ Hindu Undivided Family	8532500	57.85	8532500	54.88	8532500	54.76
Any other	0	0.00	0	0.00	0	0.00
Sub Total (A)(1)	**8532500**	**57.85**	**8532500**	**54.88**	**8532500**	**54.76**
2. Foreign						
Individuals (Non-Resident Individuals/ Foreign Individuals)	1090750	7.39	1090750	7.02	1123250	7.21
Any other	0	0.00	0	0.00	0	0.00
Sub Total (A)(2)	**1090750**	**7.39**	**1090750**	**7.02**	**1123250**	**7.21**
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**9623250**	**65.24**	**9623250**	**61.89**	**9655750**	**61.97**
B. Non-promoters' holding (Public shareholding)						
1.Institutions (Foreign)						

Foreign Portfolio Investors Category I	1575983	10.68	1656983	10.66	1656983	10.63
Foreign Portfolio Investors category II	515750	3.50	515750	3.32	515750	3.31
Institutions (Domestic)						
Banks	0	0.00	0	0.00	0	0.00
Alternate Investment Funds Category I	0	0.00	0	0.00	0	0.00
Alternate Investment Funds Category III	3250	0.02	3250	0.02	3250	0.02
Sub-Total (B) (1)	**2094983**	**14.20**	**2175983**	**13.99**	**2175983**	**13.97**
2. Central Government/State Government(s)/President of India	0	0.00	0	0.00	**0**	0.00
Sub-Total (B) (2)	**0**	0.00	**0**	0.00	**0**	0.00
3. Non-institutions						
a) Individuals -						
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	922380	6.25	1138950	7.33	1138950	7.31
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	982838	6.66	1210338	7.78	1210338	7.77
Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00	0	0.00
Key Managerial Personnel	1000	0.01	4000	0.03	4000	0.03
Bodies Corporate	95842	0.65	160592	1.03	160592	1.03
Non-Resident Indians (NRIs)	983028	6.66	1164528	7.49	1164528	7.47
Any Other (HUF)	38123	0.26	38123	0.25	38123	0.24
Any Other (Clearing Member)	7000	0.05	7000	0.05	7000	0.04
Any Other (foreign Companies)	413	0.003	413	0.003	413	0.003
Any Other (Trusts)	1000	0.01	25250	0.16	25250	0.16
Sub-Total (B) (3)	**3031624**	**20.55**	**3749194**	**24.11**	**3749194**	**24.06**
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	**5126607**	**34.76**	**5925177**	**38.11**	**5925177**	**38.03**
C.Shares held by Custodians and against which Depository	0	0.00	0	0.00	0	0.00
Sub Total (C)	0	0.00	0	0.00	0	0.00

GRAND TOTAL (A)+(B)+(C)	**14749857**	**100.00**	**15548427**	**100.00**	**15580927**	**100.00**

Note:

1) *The Pre-Issue Shareholding Pattern is based on shareholding as on November 20, 2026.*

2) *The Post-Issue Shareholding Pattern in the above table has been prepared on the basis that the proposed allottees will subscribe to all the Equity Shares proposed to be allotted to them pursuant to the Preferential Issue, and the proposed allottee of Warrants will subscribe to all the Warrants and exercise the option to convert them into resultant Equity Shares, as indicated in this Notice. In the event that, for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted all or any of the Equity Shares or Warrants, or do not convert all or any of the Warrants into Equity Shares, the Post-Issue Shareholding Pattern shall undergo corresponding changes.*

3) **#***The Post-Issue Shareholding Pattern has been prepared on a fully diluted basis after considering the proposed preferential allotment of Equity Shares, the Equity Shares arising upon full conversion of the proposed Warrants, and 2,31,320 outstanding ESOPs as on date (assuming full exercise of all such outstanding ESOPs).*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

V. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. SCS and Co. LLP, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at https://www.vinsys.com/investor/disclosures under Investors Tab.

W. Principle terms of assets charged as securities:

Not applicable.

X. Other disclosures:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any and their respective subscription to the preferential issue.

The Board accordingly recommends the resolution set forth at Item no. 3 for approval of the members as a Special Resolution.

For, Vinsys IT Services India Limited

Sd/-
Gayatree Karandikar
Company Secretary & Compliance Officer

Place: Pune
Date: November 20, 2026

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

NOTES FOR SHAREHOLDERS FOR EOGM

1) The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the Circular No. 14/2020 dated April 08, 2020, and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (collectively referred to as "Circulars") prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

   The detailed procedure for participation in the meeting through VC/OAVM is as per note mentioned below and available at the Company's website www.vinsys.com. The deemed venue for the EOGM shall be the Registered Office of the Company.

2) A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EOGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General Meeting 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 EOGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

4) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@scsandcollp.com with copies marked to the Company at cs@vinsys.com or to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

5) The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6) Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EOGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.vinsys.com.The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited, at www.nseindia.com and the EOGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

8) In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote.

9) Members seeking any information with regard to the accounts or any matter to be placed at the EOGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@vinsys.com on or before Tuesday, December 08, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

10) Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

    In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

    In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@vinsys.com
b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@vinsys.com
c) Alternatively, member may send an e-mail request to evoting@nsdl.com. for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited to enable servicing of notices / documents electronically to their e-mail address.

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 DPs in case the shares are held by them in electronic form and to MUFG Intime India Private Limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.

12) The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

13) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.

14) The facility for joining the EOGM shall open at 11:15 A.M. i.e. fifteen minutes before the starting of the EOGM and shall not be closed till the expiry of fifteen minutes after the starting of the EOGM.

15) Members joining EOGM through VIDEO CONFERENCING shall be counted for the purpose of quorum.

16) Members joining EOGM through VIDEO CONFERENCING shall elect one of themselves to be the Chairman of the meeting (EOGM).

17) 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. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

18) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

1. 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 EGM. 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 EGM 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, December 08, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. 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 EGM and prior to the Cut-off date i.e., Tuesday, December 08, 2026, shall be entitled to exercise his / her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

iv. The e-voting period commences on Saturday, December 12, 2026 at 09:00 A.M. (IST) and ends on Monday, December 14, 2026 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, December 08, 2026, 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, December 08, 2026.

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 EGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

The remote e-voting period begins on Saturday, December 12, 2026 at 09:00 A.M. (IST) and ends on Monday, December 14, 2026 at 05:00 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 record date (cut-off date) i.e., Tuesday, December 08, 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 Tuesday, December 08, 2026.

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 CDSL	1. 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. 2. 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. 3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the

	user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 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 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 cs@scsandcollp.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 cs@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 cs@vinsys.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**.

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.

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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 cs@vinsys.com. The same will be replied by the company suitably.

The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than two working days from the conclusion of the EGM, 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 Extra- Ordinary General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Vinsys IT Services India Limited

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

Contact: +91-20-25382807/43 | **Website**: www.vinsys.com
CIN: L72200PN2008PLC131274 I **Email**: vinsys@vinsys.com

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:** cs@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	**M/s SCS and Co LLP,** Anjali Sangtani (Membership No. F14118 COP No.: 23630) Partner **Email:** cs@scsandcollp.com Contact: **079-40051702**