



## NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 27th Annual General Meeting of members of Intec Capital Limited will be held on 15<sup>th</sup> September, Wednesday, 2021 at 12:00 noon (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

**Item No. 1: Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of Board of Directors and Independent Auditor's reports thereon.**

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

#### "RESOLVED THAT:

1. The Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2021 and reports of Board of Directors and Independent Auditor's report thereon laid before this meeting, be and is hereby considered and adopted.
2. The Audited Consolidated Financial statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2021 along with reports of Board of Directors and Independent Auditor's report thereon laid before this meeting, be and is hereby considered and adopted".

**Item No. 2: Appointment of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who liable to retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Sanjeev Goel, Managing Director who liable to retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company.

**RESOLVED FURTHER THAT**, Mr. Sanjeev Goel, Managing Director and or Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution."

### SPECIAL BUSINESS:

**Item No. 3: Appointment of Mr. Ramesh Tyagi (DIN: 09009275), as Non-Executive Independent Director of the Company who is appointed by Board of Directors for a consecutive period of five (5) years.**

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 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation made by Nomination & Remuneration Committee & Board, Mr. Ramesh Tyagi (DIN: 09009275), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Act, w.e.f 26<sup>th</sup> December, 2020 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) of SEBI (LODR) Regulations 2015, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a period of Five (5) Consecutive Years commencing from 26<sup>th</sup> December, 2020 to 25<sup>th</sup> December, 2025 and the term shall not be subject to retirement by rotation.

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

**Item No. 4: Appointment of Ms. Shilpy Chopra (DIN: 07161915), as Non-Executive Independent Women Director of the Company who is appointed by Board of Directors for a consecutive period of five (5) years.**

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 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation made by Nomination & Remuneration Committee, Ms. Shilpy Chopra (DIN: 07161915), who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors pursuant to provisions of Section 161(1) of the Act, w.e.f 12<sup>th</sup> May, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of the Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) of SEBI (LODR) Regulations 2015, be and is hereby appointed as Non-Executive Independent Director of the Company to hold the office for a period of Five (5) Consecutive Years commencing from 12<sup>th</sup> May 2021 to 11<sup>th</sup> May, 2026 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 5: Approving the payment of Remuneration to Mr. Sanjeev Goel (DIN: 00028702), Managing Director for three (3) Financial Years i.e. for Financial 2022–2023, 2023–2024 and 2024–2025.**

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

**“RESOLVED THAT** superseding all earlier resolution, pursuant to the provisions of Section 196, 197 & 198 of the Companies Act, 2013 read with Schedule–V and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, on recommendation of Nomination and Remuneration Committee (NRC) and approval of the Board, the Approval of the Members be and is hereby accorded for payment of Remuneration to Mr. Sanjeev Goel, Managing Director for the three (3) Financial Years i.e. for Financial Year 2022–2023, 2023–2024 and 2024–2025, to the extent of 5% of Net Profit subject to maximum of Rs. 150 Lakhs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and while paying such remuneration it may exceeds the limits of 5% of Net Profit as at end of respective Financial Year as prescribed in second proviso of Section 197 of the Act, and shall be within the limits of 11% of Net Profit for that respective financial year however it shall also be within the limits as fixed by the shareholders in ensuing 27<sup>th</sup> Annual General Meeting and wherever Schedule–V is applicable it shall be within the limits as prescribed in Schedule–V of the Act, based on Effective Capital as at the beginning of respective Financial Year. If the salary so payable exceeds the 11% limits as prescribed in Section 197 or limits as prescribed in Schedule–V wherever applicable, then the same will be subject to such necessary approvals, permission as may be required including prior approval of Central Government or approval of Central Government for waiver of recovery of excess remuneration paid to Mr. Sanjeev Goel, Managing Director for that respective Financial Year.

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members in its meeting held on September 27<sup>th</sup>, 2019 with respect to the appointment of Mr. Sanjeev Goel, as Managing Director for a further period of five years shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Company Secretary, be and are hereby singly and/or jointly authorized to sign necessary forms and returns as may be necessary / required to be filed with The Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution.”

**Registered Office:**  
**Intec Capital Limited**  
**(CIN: L74899DL1994PLC057410)**  
**708, Manjusha Building 57,**  
**Nehru Place,**  
**New Delhi-110019**

**Place: New Delhi**  
**Date: 11<sup>th</sup> August 2021**

**By order of Board of Directors**  
**For Intec Capital Limited**

**Vandana Das**  
**Company Secretary**



## Explanatory statement pursuant to section 102 of the companies act, 2013:

### Item No. 3:

In terms of the Appointment and Remuneration Policy of the Company (the “Policy”) and pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”), the Board of Directors of the Company (the “Board”) through Circular held on December 26, 2020, appointed Mr. Ramesh Tyagi (DIN: 09009275) as an Additional Director in the category of Independent Director with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), Mr. Ramesh Tyagi hold office upto the date of ensuing AGM and is eligible for appointment as Director of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the company and shall not be liable to retire by rotation. Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Ramesh Tyagi for appointment as Director of the Company. Mr. Ramesh Tyagi has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him stating that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”). Additional information in respect of Mr. Ramesh Tyagi, pursuant to the SEBI LODR and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice

Mr. Ramesh Tyagi, the proposed appointee, and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this Resolution. The Board recommends this Resolution set out at Item No.3 of the Notice for the approval of the members by way of Ordinary Resolution.

### Item No. 4:

In terms of the Appointment and Remuneration Policy of the Company (the “Policy”) and pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”), the Board of Directors of the Company (the “Board”) through Circular held on May 12, 2021, appointed Ms. Shilpy Chopra (DIN: 07161915) as an Additional Director in the category of Independent Woman Director with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), Ms. Shilpy Chopra hold office upto the date of ensuing AGM and is eligible for appointment as Director of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall not be liable to retire by rotation. Notice under Section 160 (1) of the Act has been received from a member intending to propose the candidature of Ms. Shilpy Chopra for appointment as Director of the Company. Ms. Shilpy Chopra has given her consent to act as Director. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from her stating that she meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”). Additional information in respect of Ms. Shilpy Chopra, pursuant to the SEBI LODR and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice

Ms. Shilpy Chopra, the proposed appointee, and her relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this Resolution. The Board recommends this Resolution set out at Item No.4 of the Notice for the approval of the members by way of Ordinary Resolution.

## ANNEXURE –A

### Details of Appointment/re-appointment of Non –Executive Independent Director

Details of Appointment/Re-appointment of Non-Executive Independent Director													
Particulars	Mr. Ramesh Tyagi	Ms. Shilpy Chopra											
Director Identification Number (DIN)	09009275	07161915											
Date of Birth / Age	14/01/1950	11/12/1980											
Qualifications	Post Graduate in ARTS stream from Delhi University	Company Secretary, MBA (Finance), M.Com & LLB											
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ramesh Tyagi is a retired officer of Ministry of Defence. He had retired from his post in the year 2010. Post retirement he contributes his experiences towards various organisations by assisting and consulting them for a greener environment as social cause.	She is an Independent Director in three Listed Companies. She has an experience of over 12 year in advisory.											
Appointment / Re-appointment	Appointment	Appointment											
Terms and Conditions of Appointment / Re-appointment	As per the appointment letter	As per the appointment letter											
Date of first appointment on the Board	26/12/2020	12/05/2021											
Shareholding in the Company as on March 31, 2021	NIL	NIL											
Relationship with other Directors / Key Managerial Personnel	NIL	NIL											
Number of meetings of the Board attended during the year	01	N/A											
Directorships of other Boards as on March 31, 2021	NIL	1. Auto Pin (India) Limited 2. Integrated Financial Services Limited 3. Cranex Limited											
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	NIL	Memberships in Board Committees:											
		<table><tr><th>Name of Company</th><th>Committee</th></tr><tr><td rowspan="3">Cranex Limited (Listed Company)</td><td>1) Audit Committee</td></tr><tr><td>2) Nomination and Remuneration Committee</td></tr><tr><td>3) Stakeholders Relationship Committee</td></tr><tr><td rowspan="2">Autopins India Limited (Listed Company)</td><td>1) Nomination and Remuneration Committee</td></tr><tr><td>2) Stakeholders Relationship Committee</td></tr><tr><td>Integrated Financial Services Limited (Listed Company)</td><td>1) Stakeholders Relationship Committee</td></tr></table>	Name of Company	Committee	Cranex Limited (Listed Company)	1) Audit Committee	2) Nomination and Remuneration Committee	3) Stakeholders Relationship Committee	Autopins India Limited (Listed Company)	1) Nomination and Remuneration Committee	2) Stakeholders Relationship Committee	Integrated Financial Services Limited (Listed Company)	1) Stakeholders Relationship Committee
		Name of Company	Committee										
		Cranex Limited (Listed Company)	1) Audit Committee										
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Autopins India Limited (Listed Company)	1) Nomination and Remuneration Committee												
	2) Stakeholders Relationship Committee												
Integrated Financial Services Limited (Listed Company)	1) Stakeholders Relationship Committee												

**Item No. 5:**

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company by shareholders at the 25<sup>th</sup> AGM for a period of 5 years starting from 1st April, 2020 and ending on 31st March, 2025.

Your Director is desirous that his valuable services may be continued to be utilized for the benefit of the Company. Mr. Goel is a Chartered Accountant and holds a Master's Degree in International Finance from the University of IOWA (USA). The profile of Mr. Goel is available at company website viz. [www.inteccapital.com](http://www.inteccapital.com)

Mr. Sanjeev Goel is a founder and Promoter Director and is actively associated with the development of the Company from its inception. The shareholder of the company in its 25th AGM had approved the remuneration of Mr. Sanjeev Goel Managing Director as Rs. 150 Lacs per Annum under the companies Act 2013 for three (3) the Financial Years viz. 2019 – 2020, 2020-21 and 2021-2022.

Now company has asked the approval of shareholders for proposed remuneration for three (3 viz. Financial Year 2022–2023, 2023–2024 and 2024–2025 by superseding its earlier resolution of members passed 27th September 2019.

Accordingly, necessary information is as follows:

The information as required under Schedule V to the Companies Act, 2013 is as under:-

**I. General Information:**

Nature of Industry: Providing Financial Services.

Date of commencement of commercial operation: The Company was incorporated on 15th February, 1994 as Intec Securities Private Limited.

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

Financial Performance:

(Rs. in Lacs)

S. N.	Particulars	2020-21	2019-20	2018-19
1	Total Income	1668.60	1723.91	4292.92
2	Total Expenditure	(1021.16)	6442.59	4532.49
3	Profit/(Loss) before Tax	2689.76	(4718.68)	(239.57)
4	Profit/(Loss) after Tax	1903.59	(3617.65)	(830.38)

Now company has asked the approval of shareholders for proposed remuneration in three (3) the Financial Years viz. Financial Year 2022–2023, 2023–2024 and 2024–2025 by superseding all its earlier resolutions.

**II. Information About the Appointee:**

- (1) Background Details: Mr. Sanjeev Goel, aged 57 years, is a Fellow member of Institute of Chartered Accountants of India and has done MBA from University of IOWA (USA). He has total work experience of 27 years in the financial sector.
- (2) Past remuneration: On the recommendation of the Nomination Committee and Board of Directors approval on 27th August 2019, the shareholders in its 25th Annual General Meeting held on 27th September 2019 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2019–2020, 2020–2021 and 2021– 2022 for the maximum amount of Rs.150 Lakhs per annum (One Hundred and Fifty Lakhs) subject to Central Government Approval, wherever applicable.
- (3) Job profile and his suitability, recognition or awards: Mr. Sanjeev Goel is Chartered Accountant by qualification and is contributing and advising on the corporate, legal and financial affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company. Under his superior efforts and pragmatic leadership the Company has progressed steadily.



- (4) Remuneration Proposed: The proposed remuneration is Rs. 150 Lacs (Rupees One Hundred Lacs Only) per annum (same is set out in the Special Resolution in the Notice of this ensuing Annual General Meeting).
- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Sanjeev Goel and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to managerial position in other Companies.
- (6) Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any: Besides, the remuneration proposed, Mr. Sanjeev Goel does not have any other pecuniary relationship either with the Company or with its Managerial Personnel.

#### IV. Other Information:

- (1) Reasons of loss or inadequate profits: The Company has made profit during the year. However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
- (2) Steps taken or proposed to be taken for improvement: The Company takes various steps on a regular basis for improving efficiency in the recoveries. Further, the management has adopted focused business strategies and planning how to resolve the NPA pool.
- (3) Expected increase in productivity and profits in measurable terms: With political clarity emerging, the business and customer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow its retail business.

#### V. DISCLOSURE:

- (1) The disclosure on remuneration package payable to the Managing Director contained in the above Notice.
- (2) The Additional information is given in Corporate Governance report.

On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on 11<sup>th</sup> August 2021 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2022–2023, 2023–2024 and 2024–2025 for the maximum amount of Rs. 150 Lakhs per annum (One Hundred and Fifty Lakhs) as set out in the special resolution of this ensuing 27<sup>th</sup> Annual General Meeting for the approval of shareholders subject to Central Government Approval, wherever applicable.

This statement may also be regarded as a disclosure under SEBI (LODR), 2015 of the Listing Agreement with the Stock Exchanges.

The Shareholding details of Mr. Sanjeev Goel, Managing Director as on 31st March 2021:

Name of shareholder	No. of shares held	% age of shares held
Sanjeev Goel	644464	3.51
(Escrow account)- India Business Excellence Fund-II	600000	3.27

The Board of Directors is of the opinion that re-appointment and remuneration to Mr. Sanjeev Goel, Managing Director Aged 57 years is properly justified, considering his contributions in the growth of the Company as explained above, and in terms of the Provisions of the Companies Act, 2013 a Special Resolution for Remuneration is proposed. In his capacity as Managing Director, Mr. Goel is managing the day to day business and financial operations of the Company with the purpose of increasing shareholder value ; manage the efficient operations of the Company and coordinate effective interaction between the Company's various structural divisions and departments, ensuring the proper development and improvement of their performance; work to improve the Company's performance; growth of sales and profit, quality and competitiveness of the Company's product, product compliance with world standards, growth of domestic (and world) market share; and satisfying customer demands; or such other roles and responsibilities as may be assigned to him by the Board from time to time.



Mr. Sanjeev Goel is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board of Directors recommends the passing of the Special Resolutions contained in Item no.5 of the accompanying Notice for the approval by Shareholders.

None of the Directors / KMP's of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Sanjeev Goel Managing Director. Mr. Sanjeev Goel being interested director cannot chair the meeting for this business transaction.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

#### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 15, 2021 read with May 12, 2020 ("SEBI Circular") issued by the Securities and Exchange Board of India (SEBI) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations"), MCA Circulars and SEBI Circular, the AGM of the Company is being held through VC / OAVM.
2. Explanatory Statement setting out material facts pursuant to section 102(1) of the Act, which sets out details relating to Special Business to be transacted at the Meeting, is appended hereto.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors viz. S. P. Chopra & Co., Chartered Accountants (Firm No. 000346N), who were appointed in the Annual General Meeting held on Wednesday 27th September 2017 for a first block of five (5) years to hold office from the conclusion of 23rd Annual General Meeting in Calendar Year 2017 till conclusion of 28th Annual General Meeting scheduled to be held in Calendar Year 2022 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2017-2018 till Financial Year 2021-2022.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.
7. Pursuant to the provisions of Section 91 of the Act the register of members and share transfer books of the Company will remain closed from Thursday, September 09, 2021 to Wednesday, September 15, 2021. (Both days inclusive) for the purpose of the AGM.
8. Brief profile and other additional information pursuant to Regulation 36 (3) of the listing regulations and Schedule V of the Act and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment/reappointment at the AGM, is furnished along with explanatory statement annexed to the Notice and in the annual report of the company. The Directors have furnished consent/declaration of their appointment/re-appointment as required under the Act and the Rules made thereunder.

9. Members are requested to address all correspondence, to Beetal Financial & Computer Services Pvt. Ltd. 99 Madangir, Behind LSC New Delhi -110062 who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and our Company's name in all your future correspondences.
10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or the Company Secretary, at the Company's Registered office mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend account, shall, as per section 125 of the Act, be transferred to the Investor Education and Protection fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF as per Section 125 of the Act, and the applicable rules.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: <http://www.inteccapital.com/investors/investor-information/unclaimed-unpaid-amount-of-dividends-deposits/>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).

11. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participant. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
12. In compliance with the aforesaid MCA Circulars dated January 13, 2021 along with SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.inteccapital.com](http://www.inteccapital.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
13. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their respective Depository Participant (DP).
14. Members may join the 27th AGM through VC Facility by following the procedure as mentioned below in the notice, which shall be kept open for the Members from 11: 45 a.m. (IST) i.e. 15 minutes before the time scheduled to start the 27th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 27th AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.
15. As amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. In view of the above, members are advised to dematerialize shares held by them in physical form, as the securities of listed Company can be transferred only in dematerialized form with effect from April 01, 2019 except in case for transmission or transposition of securities. Members can contact the Company or RTA for further assistance.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM.





18. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
19. Relevant documents referred to in the notice will also be available for electronic inspection without any fees by the members from the date of this notice upto the date of the meeting.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
21. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio.
22. In compliance with Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('Remote E-voting') on all resolutions set forth in this Notice as well as online voting on the date of the AGM. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.  
The Company has appointed CS Krishna Kumar Sharma, FCS 7082, Practicing Company Secretary to act as the Scrutinizer for remote e-voting and e-voting to be carried out at the Meeting in a fair and transparent manner.
23. The Remote **e-voting starts at 10.00 A.M. on Saturday, 11<sup>th</sup> September 2021 and ends on 05.00 P.M. on Tuesday, 14<sup>th</sup> September, 2021.** The remote e-voting module will be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Wednesday, 08<sup>th</sup> September 2021**, may cast their vote electronically.
24. The voting rights of shareholders shall be in proportion to their equity shares in the paid up equity share capital of the Company as on **Wednesday, 08<sup>th</sup> September 2021** (cut off date).
25. The final results including votes casted during the AGM and votes casted through remote e-voting shall be declared within 48 hours of conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's website viz [www.inteccapital.com](http://www.inteccapital.com), website of stock exchange i.e. BSE viz. [www.bseindia.com](http://www.bseindia.com) and on CDSL's website viz [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared by the Chairman.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **10.00 A.M. on Saturday, 11<sup>th</sup> September 2021 and ends on 05.00 P.M. on Tuesday, 14<sup>th</sup> September, 2021.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) on **Wednesday, 08<sup>th</sup> September 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- (vi) The shareholders should log on to the e-voting website viz. [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(xi) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b>	
Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xxi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Members who would like to express their **views or ask questions** during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number, PAN, Mobile number at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com) **from Saturday, 4th September, 2021 (10:00 a.m. IST) to Wednesday, 8th September, 2021 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. **Wednesday, 08<sup>th</sup> September 2021**, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

Members who have received the Notice by email and who wish to **receive the Notice in physical form** are requested to e-mail such request to the Company at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)

If you have any queries or issues regarding attending AGM & e-Voting from the eVoting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office:**  
**Intec Capital Limited**  
**(CIN: L74899DL1994PLC057410)**  
**708, Manjusha Building 57,**  
**Nehru Place,**  
**New Delhi-110019**

**Place: New Delhi**  
**Date: 11<sup>th</sup> August 2021**

**By order of Board of Directors**  
**For Intec Capital Limited**

**Vandana Das**  
**Company Secretary**