

Dear Member of the Board,

Notice is hereby given on notice for the 3rd meeting of **Members** of board of **Intec Capital Limited** for the Financial Year 2022-23 that will be held on **Friday, the 05th Day of August, 2022 at 11:50 A.M. (IST)** at the registered office of the Company situated at 708, Manjusha Building, 57 Nehru Place, New Delhi-110019

Note: Due to COVID-19 Pandemic, the meeting is to be convened through video conferencing. Please ensure to participate and form quorum and transact necessary business transactions.

Please revert to this email, by giving your consent to attend and participate in Board Meeting through Video Conference till 04th August, 2022.

BOARD MEETING INFORMATION	
Meeting No.	F.Y.2022-23/03
Meeting Day and Date	Friday, the 05 th Day of August, 2022
Start Time	11:50 A.M
Finish Time	12:30 P.M.
Meeting Venue	708, Manjusha Building, 57, Nehru Place, Delhi-110019 via video conferencing.

The agenda of the business to be transacted at the meeting and notes on the same is enclosed herewith.

Please block calendar date and make it convenient to attend the Meeting.

**Thanking You,
Yours Sincerely,**

For Intec Capital Limited

**Date: 29th July 2022
Place: New Delhi**

**Vandana Das
Company Secretary & Compliance Officer**

INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd. Off.: 708, Manjusha Building, 57 Nehru Place, New Delhi – 110019. T +91-1146522200/300 F +91-114652 2333

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Enclosed:

1. Agenda
2. Exhibit-1: Compliance Certificate
3. Exhibit-2: Draft AGM Notice, Board's Report for FY21-22
4. Exhibit-3: Secretarial Audit Report (MR-3)
5. Exhibit-4: Consent of Statutory Auditor

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AGENDA FOR THE 03/2022-23 MEETING OF THE BOARD OF DIRECTORS OF THE INTEC CAPITAL LIMITED TO BE HELD ON FRIDAY, 05th AUGUST, 2022 AT 11:50 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 708, MANJUSHA BUILDING 57, NEHRU PLACE, NEW DELHI-110019 TO BE HELD VIA VIDEO CONFERENCING.

ITEM NO.	BUSINESS TO BE TRANSACTED
1.	To appoint Chairman of the meeting.
	As per applicable provisions of the Companies Act, 2013 and the Secretarial Standards-I, the Chairman of the Company shall be the Chairman of the Board. If the Company does not have a Chairman, the Directors may elect one of themselves to be the Chairman of the Board and he shall be responsible to conduct the Meetings of the Board. The Directors present at the meeting are required to appoint the Chairman amongst them to conduct the proceedings of the Board.

ITEM NO.	BUSINESS TO BE TRANSACTED
2.	To ascertain the Quorum of meeting.
	As per the provisions of Section 103 of the companies act 2013 along with Secretarial standard - 1 states that Quorum shall be present not only at the time of commencement of the Meeting but also while transacting business. Therefore, the members should ensure that the requisite quorum shall be present throughout the meeting.

ITEM NO.	BUSINESS TO BE TRANSACTED
3.	To grant Leave of absence of the meeting.

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The request for leave of absence, if any, received from member shall be placed before the meeting. The board is requested to grant leave of absence to the member(s) who is /are unable to attend the meeting due to any reason.

Names of Director	Designation	Leave of Absence to Directors
Mr. Sanjeev Goel	Managing Director	
Mr. S. K. Goel	Non-executive Independent Director	
Mr. Rakesh Kumar Joshi	Non-executive Independent Director	
Ms. Shilpy Chopra	Non-executive Independent Woman Director	
Ms. Shalini Rahul	Non-executive Independent Woman Director	
Ms. Neeti Kakkar	Special Invitee	

Item No	Business to be Transacted
4.	Noting of sad demise of Mr. Ramesh Chander Tyagi.
	This is to inform the Board that Mr. Ramesh Chander Tyagi (an independent director of the Company) has ceased to be Director on Board due to his sad demise on 5 th July, 2022. The Board to take note of the same and place appreciation on record for his valuable contributions and support to the Board as an independent director of the Company.

ITEM NO.	BUSINESS TO BE TRANSACTED (YEARLY AGENDA)
5.	To take note of the minutes of previous Board Meeting and Committee Meetings of (1)

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	Board of Directors; (2) Audit Committee Meeting;(3) Nomination and Remuneration Committee Meeting; (4) Asset Liability cum Risk Management Committee (ALRMC) (5) Corporate Social Responsibility Committee and (6) Previous minutes of subsidiary company viz. Amulet Technologies Limited
Sl.	Name of the Meetings
1	The Minutes of Board Meeting No. FY-22-23/1 dated Saturday 28th May 2022 and FY-22-23/2 Friday 03rd June 2022, conducted through video conferencing due to COVID-19 Pandemic.
2	The Minutes of Audit Committee Meeting No. FY-22-23/1 dated Saturday 28th May 2022 and FY-22-23/2 Friday 03rd June 2022 conducted, through video conferencing due to COVID-19 Pandemic.
3	The Minutes of Nomination and Remuneration committee meeting no. FY-22-23/01 dated Saturday 28th May 2022 conducted, through video conferencing due to COVID-19 Pandemic.
4	The Minutes of Asset Liability cum Risk Management Committee (ALRMC) meeting no. No. FY-21-22/01 dated Saturday 28th May 2022 conducted, through video conferencing due to COVID-19 Pandemic.
5	The Minutes of Corporate Social Committee (CSR) meeting no. no. FY-22-23/01 dated Saturday 28th May 2022 conducted, through video conferencing due to COVID-19 Pandemic.
6	The Minutes of the Board Meeting of Amulet Technologies Limited no. FY-22-23/01 dated Friday 27th May 2022

Item No	Business to be Transacted
6.	To Consider the appointment of Ms. Neeti Kakkar as Chief Financial Officer (CFO) of the Company.
	<p>This is to inform that on recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board is required to approve the appointment of Chief Financial Officer (CFO) of the company viz. Ms. Neeti Kakkar and to fix remuneration in terms of section 203 of the companies Act 2013 read with, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p> <p>It is recommended to the Board of Directors for appointment of Ms. Neeti Kakkar as Chief</p>

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	<p>Financial Officer (CFO) of the company.</p> <p>The Consent letter from Ms. Neeti Kakkar for acting as Chief Financial Officer (CFO) of the company would be placed before the Board.</p> <p>The Board is requested to consider and approve the below resolution(s) on this behalf:</p> <p>“RESOLVED THAT pursuant to Section 203(1) of the Companies Act, 2014 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and recommendation of Nomination and Remuneration Committee and Audit Committee, consent of the Board be and is hereby accorded to appoint Ms. Neeti Kakkar as Chief Financial Officer (CFO) of the Company w.e.f. 01st August 2022 on such terms and conditions including remuneration as may be contained in her Employment Agreement.</p> <p>FURTHER RESOLVED THAT in supersession with all the previous resolutions in respect of authorities grant to CFO to sign all the statutory forms, returns and annexures required to be filed in any statutory authorities as required from time to time.</p> <p>FURTHER RESOLVED THAT Mr. Sanjeev Goel, Managing Director and Company Secretary of the Company be and is hereby authorized to sign and submit necessary documents, intimations, form(s), with the (BSE) Bombay Stock Exchange, MCA (Ministry of Corporate Affairs, Reserve Bank of India (RBI) and from other respective Regulatory Authorities and its website like NeSL, ICSI, NSDL, CDSL, RTA, Banker etc. intimating about her appointment, update Statutory Registers maintained for the purpose and to do all such acts and deeds as may be necessary in this regard.”</p>
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ITEM NO.	BUSINESS TO BE TRANSACTED (YEARLY AGENDA)
7.	To approve of the Unaudited Financial Statement of subsidiary company viz. Amulet Technologies Limited for the Quarter Ended 30th June 2022 in terms of applicable provisions of the Companies Act, 2013 read with rules made thereunder.
	<p>It is informed to the Board that the Unaudited Financial Statement of subsidiary company viz. Amulet Technologies Limited for the Quarter Ended 30th June 2022 of Subsidiary of the Company viz. M/s. Amulet Technologies Limited is placed before the Board of Directors for their approval.</p> <p>After some discussion, the Board is requested to take note and pass necessary resolution:</p>

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	<p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. The Unaudited Financial Statement of subsidiary company viz. Amulet Technologies Limited for the Quarter Ended 30th June 2022, the Subsidiary of the Company as placed before the Board be and is hereby noted, approved and adopted. 2. Mr. Sanjeev Goel Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do the needful for the implementation of this resolution.”
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ITEM NO.	<p>BUSINESS TO BE TRANSACTED</p> <p>(YEARLY AGENDA)</p>
8.	<p>To consider and approve the Unaudited Financial Results (Standalone & Consolidated) for the Quarter ended on 30th June 2022 and also to take on record the Managing Director & CFO Certification and also to approve the authority for publishing the same in prescribed format for the Quarter ended on 30th June 2022 in terms of regulation 33 and 47 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as “SEBI LODR, 2015”).</p>
	<p>It is informed to the Board that Unaudited Financial Results (Standalone & Consolidated) for the Quarter ended on 30th June 2022 will be reviewed by the Audit Committee in its meeting scheduled on Friday, 05th August 2022 and same shall be presented for the approval of the Board with recommendation of Audit Committee.</p> <p>It is further informed that a certificate from Managing Director & CFO of the Company to the effect that the un-audited Financial Results (Standalone & Consolidated) for the Quarter on 30th June 2022, placed before the Board of Directors do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein will be placed before the Board for its consideration.</p> <p>The Board is required to consider the matter and approve the following resolution in this regard:</p> <p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. The Unaudited Financial Results (Standalone & Consolidated) for the Quarter ended on 30th June 2022 as reviewed and recommended by the Audit Committee be and are hereby approved and adopted by the Board of Directors in terms of requirements of regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as “SEBI LODR, 2015”).

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	<p>2. The Unaudited Financial Results (Standalone & Consolidated) for the Quarter ended on 30th June 2022 shall be signed by Mr. Sanjeev Goel, Managing Director and/ or any other director(s) on behalf of the Board of Directors and shall be furnished to the Stock Exchanges where company's share are listed and shall also be published in newspapers pursuant to regulation 33 and 47 of SEBI LODR, 2015 and to take all the necessary steps to published / posted the same in the company's website in terms of regulation 30.</p> <p>3. The Limited Review Report (Standalone & Consolidated) on the Unaudited Financial results (Standalone & Consolidated) for the Quarter ended on 30th June 2022 as placed before the Board be and is hereby noted and Mr. Sanjeev Goel, Managing Director, be and is hereby authorized to submit the same to the Stock Exchanges and also to publish in the prescribed format pursuant to regulation 33 and 47 of SEBI LODR, 2015 and to take all such steps, deeds and things as necessary in this regard.</p> <p>4. The certified true copy of the resolution be provided, whenever required under the signatures of any of Mr. Sanjeev Goel, Managing Director of the Company."</p>
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ITEM NO.	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)																		
9.	To review and take on record the Grievances raised by the borrowing customers as on Quarter ended 30th June 2022 at the Grievance Redressal Officer (GRO) Level and to review the functioning of Grievance Redressal Mechanism (GRM) and compliance of Fair Practice Code (FPC) at various levels of management.																		
	<p>It is informed to the Board that the Grievance Redressal Officer (GRO) shall present the grievances raised by the Customer at Grievance Redressal Officer (GRO) Level as on the quarter ended on 30th June 2022 and their status as on date and same is placed before the Board in the following manner:</p> <table><tr><th colspan="3">Statement of Customer Grievances / Complaints at GRO Level</th></tr><tr><th>Sl. No.</th><th>Description</th><th>Information furnished</th></tr><tr><td>1.</td><td>The Customer Complaints as at the beginning of quarter</td><td>00</td></tr><tr><td>2.</td><td>The Customer Complaints received during quarter</td><td>00</td></tr><tr><td>3.</td><td>The Customer Complaints disposed-off during quarter</td><td>00</td></tr><tr><td>4.</td><td>The Customer Complaints as at end of quarter</td><td>00</td></tr></table>	Statement of Customer Grievances / Complaints at GRO Level			Sl. No.	Description	Information furnished	1.	The Customer Complaints as at the beginning of quarter	00	2.	The Customer Complaints received during quarter	00	3.	The Customer Complaints disposed-off during quarter	00	4.	The Customer Complaints as at end of quarter	00
Statement of Customer Grievances / Complaints at GRO Level																			
Sl. No.	Description	Information furnished																	
1.	The Customer Complaints as at the beginning of quarter	00																	
2.	The Customer Complaints received during quarter	00																	
3.	The Customer Complaints disposed-off during quarter	00																	
4.	The Customer Complaints as at end of quarter	00																	

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	The Board is requested to take note of the same.
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ITEM NO.	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)																		
10.	To take note of Shareholders Grievances / Complaints for the quarter ended 30th June 2022 pursuant to SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015)”																		
	<p>It is informed to the Board the snapshot of Shareholders Grievances /Complaints for the quarter ended 30th June 2022pursuant to SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015)”. The statement of Shareholders Grievances /Complaints for the quarter ended 30th June 2022.</p> <table><tr><th colspan="3">Statement of Shareholders Grievances / Complaints</th></tr><tr><th>Sl. No.</th><th>Description</th><th>Information furnished</th></tr><tr><td>1.</td><td>The Shareholder Complaints as at the beginning of quarter</td><td>01</td></tr><tr><td>2.</td><td>The shareholder Complaints received during quarter</td><td>NIL</td></tr><tr><td>3.</td><td>The shareholder Complaints disposed-off during quarter</td><td>01</td></tr><tr><td>4.</td><td>The Shareholder Complaints as at end of quarter</td><td>NIL</td></tr></table> <p>The Board is requested to take note of the same.</p>	Statement of Shareholders Grievances / Complaints			Sl. No.	Description	Information furnished	1.	The Shareholder Complaints as at the beginning of quarter	01	2.	The shareholder Complaints received during quarter	NIL	3.	The shareholder Complaints disposed-off during quarter	01	4.	The Shareholder Complaints as at end of quarter	NIL
Statement of Shareholders Grievances / Complaints																			
Sl. No.	Description	Information furnished																	
1.	The Shareholder Complaints as at the beginning of quarter	01																	
2.	The shareholder Complaints received during quarter	NIL																	
3.	The shareholder Complaints disposed-off during quarter	01																	
4.	The Shareholder Complaints as at end of quarter	NIL																	

ITEM NO.	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)
11.	To take note of the complaints received under Whistle Blower Policy / Mechanism of the Company for the quarter ended on 30th June 2022pursuant to applicable provisions of

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	Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015).																					
	<p>It is informed to the Board that the Statement of Complaints under Whistle Blower Mechanism for the quarter ended 30th June 2022 is furnished below for taking on record.</p> <table><tr><th colspan="4">Statement of Complaints under Whistle Blower Policy / Vigil Mechanism of the Company pursuant to SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015) for the quarter ended 30th June 2022</th></tr><tr><th>Sl. No.</th><th>Particulars</th><th>Number</th><th>Annexure, if any</th></tr><tr><td>1.</td><td>Pending Complaints as at the beginning of quarter</td><td>NIL</td><td rowspan="4">NA</td></tr><tr><td>2.</td><td>Received Complaints during quarter</td><td>NIL</td></tr><tr><td>3.</td><td>Redressed Complaints during quarter</td><td>NIL</td></tr><tr><td>4.</td><td>Unresolved / carry-forward Complaints as at the end of quarter.</td><td>NIL</td></tr></table> <p>The Board Member is requested to take note of the same.</p>	Statement of Complaints under Whistle Blower Policy / Vigil Mechanism of the Company pursuant to SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015) for the quarter ended 30th June 2022				Sl. No.	Particulars	Number	Annexure, if any	1.	Pending Complaints as at the beginning of quarter	NIL	NA	2.	Received Complaints during quarter	NIL	3.	Redressed Complaints during quarter	NIL	4.	Unresolved / carry-forward Complaints as at the end of quarter.	NIL
Statement of Complaints under Whistle Blower Policy / Vigil Mechanism of the Company pursuant to SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015) for the quarter ended 30th June 2022																						
Sl. No.	Particulars	Number	Annexure, if any																			
1.	Pending Complaints as at the beginning of quarter	NIL	NA																			
2.	Received Complaints during quarter	NIL																				
3.	Redressed Complaints during quarter	NIL																				
4.	Unresolved / carry-forward Complaints as at the end of quarter.	NIL																				

ITEM NO.	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)
12.	To take note of Compliance Certificate issued by Company Secretary related to Statutory Compliances of the company towards Statutory Authority on the basis of Compliance Report received from Finance & Accounts Dept., HR Dept. for quarter ended 30th June 2022
	It is informed to the Board that all the respective departments had submitted their Compliance Certificate with reports and for quarter ended 30th June 2022 and placed before the board as an Exhibit-1. Based on that, Company Secretary has issued certificate which is tabled before the Board.

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	The Board is requested to consider and take note of the Compliance Certificate.
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ITEM NO.	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)																														
13.	<p>To consider and approve the reconstitution of Internal complaints committee (ICC) of Intec Capital Limited in terms of Anti Sexual Harassment policy read with Anti Sexual Harassment Act, 1995.</p>																														
	<p>It is informed to the Board that Ms. Chandan & Ms. Shashi Kala has tendered the resignation from various positions/roles held by them in the company including the membership of Internal Complaint Committee (ICC) constituted under the Anti-Sexual Harassment policy. The Board proposed the name of two new members on this committee.</p> <p>The constitution of ICC will be as follows with four members, consisting majority women:</p> <table><tr><th>Sl.</th><th>Name</th><th>Role</th><th>Designation</th><th>email id</th><th>Contact No.</th></tr><tr><td>1</td><td>Ms. Anju Srivastava</td><td>Chairperson</td><td>Sr. Manager</td><td>anju@inteccapital.com</td><td>9582555708</td></tr><tr><td>2</td><td>Mr. Sanjeev Goel</td><td>Committee Member</td><td>Managing Director</td><td>anjeevgoel@inteccapital.com</td><td>9810084548</td></tr><tr><td>3</td><td>Ms. Neeti</td><td>Committee Member</td><td>Manager</td><td>Neeti@inteccapital.com</td><td>8447170430</td></tr><tr><td>4</td><td>Ms. Mamta Chaudhary</td><td>Committee Member</td><td>External – Committee Member</td><td>mamta.chaudhary@poshca.in</td><td>9810014051</td></tr></table> <p>“RESOLVED THAT:</p> <p>1. As per the applicable provisions of Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal Act, 2013, the company has constituted the internal complaint committee (ICC) and also put in place the Anti-Sexual Harassment Policy under the name “Anti-Sexual Harassment Policy of Intec Capital Limited” bearing policy no. “Intec / CMPL / Policy / BOD / 2022-23 / 27 of 27 / v1”.</p>	Sl.	Name	Role	Designation	email id	Contact No.	1	Ms. Anju Srivastava	Chairperson	Sr. Manager	anju@inteccapital.com	9582555708	2	Mr. Sanjeev Goel	Committee Member	Managing Director	anjeevgoel@inteccapital.com	9810084548	3	Ms. Neeti	Committee Member	Manager	Neeti@inteccapital.com	8447170430	4	Ms. Mamta Chaudhary	Committee Member	External – Committee Member	mamta.chaudhary@poshca.in	9810014051
Sl.	Name	Role	Designation	email id	Contact No.																										
1	Ms. Anju Srivastava	Chairperson	Sr. Manager	anju@inteccapital.com	9582555708																										
2	Mr. Sanjeev Goel	Committee Member	Managing Director	anjeevgoel@inteccapital.com	9810084548																										
3	Ms. Neeti	Committee Member	Manager	Neeti@inteccapital.com	8447170430																										
4	Ms. Mamta Chaudhary	Committee Member	External – Committee Member	mamta.chaudhary@poshca.in	9810014051																										

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2. Due to the resignation of Ms. Chandan & Ms. Shashi Kala from various positions/roles in the company, the constitution of ICC currently consist of two members including Ms. Anju Srivastava, as Chairperson; Mr. Sanjeev Goel, as Committee Member; be and is hereby re- constituted with the following members as the members of ICC:

Sl.	Name	Role	Designation	email id	Contact No.
1	Ms. Anju Srivastava	Chairperson	Sr. Manager	anju@inteccapital.com	9582555708
2	Mr. Sanjeev Goel	Committee Member	Managing Director	sanjeevgoel@inteccapital.com	9810084548
3	Ms. Neeti	Committee Member	Manager	Neeti@inteccapital.com	8447170430
4	Ms. Mamta Chaudhary	Committee Member	External – Committee Member	mamta.chaudhary@poshca.in	9810014051

3. Mr. Sanjeev Goel, Managing Director and or Company Secretary be and are hereby authorized severally to do all things, deeds and acts necessary for the implementation of this resolution wherever required.
4. The certified true copy of the resolution be furnished wherever required, under the hands of Mr. Sanjeev Goel, Managing Director or Company Secretary of the Company.”

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ITEM NO.	BUSINESS TO BE TRANSACTED																
14.	Re-constitution of Audit Committee (ACM), Nomination and Remuneration Committee (NRC),Shareholders/Investors’ Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee (SHIGC) and Corporate Social Responsibility Committee (CSR)																
	<p>It is informed to the Board that on account of sudden demise of Mr. Ramesh Chander Tyagi (Non-executive Independent Director) on Tuesday, 05th July, 2022, it is required to re-constitute various committee of the Board.</p> <p>The re-constitution will be take place in the given below committee:-</p> <ul style="list-style-type: none">• Audit Committee (ACM),• Nomination and Remuneration Committee (NRC),• Shareholders/Investors’ Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee (SHIGC) and• Corporate Social Responsibility Committee (CSR). <p>The Board is requested to kindly take the note of the same and pass the following resolutions in this regard:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following members of the Board shall form part of the reconstituted Audit Committee of the Company with immediate effect:</p> <table><tr><th>Sr .</th><th>Name of Director</th><th>Designation</th><th>Position</th></tr><tr><td>1</td><td>Mr. S.K. Goel</td><td>Non-Executive Independent Director</td><td>Chairman</td></tr><tr><td>2</td><td>Mr. Rakesh Kumar</td><td>Non-Executive Independent Director</td><td>Member</td></tr><tr><td>3</td><td>Ms. Shilpy Chopra</td><td>Non-Executive Independent Women Director</td><td>Member</td></tr></table> <p>FURTHER RESOLVED that any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory /</p>	Sr .	Name of Director	Designation	Position	1	Mr. S.K. Goel	Non-Executive Independent Director	Chairman	2	Mr. Rakesh Kumar	Non-Executive Independent Director	Member	3	Ms. Shilpy Chopra	Non-Executive Independent Women Director	Member
Sr .	Name of Director	Designation	Position														
1	Mr. S.K. Goel	Non-Executive Independent Director	Chairman														
2	Mr. Rakesh Kumar	Non-Executive Independent Director	Member														
3	Ms. Shilpy Chopra	Non-Executive Independent Women Director	Member														

regulatory body, in this regard.”

The Board is requested to approve the reconstitution of the Nomination and Remuneration Committee with immediate effect:

“RESOLVED THAT pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following members of the Board shall form part of the reconstituted Nomination and Remuneration Committee of the Company with immediate effect:

Sr.	Name of Director	Designation	Position
1	Mr. S.K. Goel	Non-Executive Independent Director	Chairman
2	Mr. Rakesh Kumar	Non-Executive Independent Director	Member
3	Ms. Shalini Rahul	Non-Executive Independent Women Director	Member

FURTHER RESOLVED THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

The Board is requested to approve the reconstitution of the Stakeholders Relationship Committee with immediate effect:

“RESOLVED THAT pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following members of the Board shall form part of the reconstituted Stakeholders Relationship Committee of the Company with immediate effect:

Sr.	Name of Director	Designation	Position
1	Mr. S.K. Goel	Non-Executive Independent Director	Chairman
2	Mr. Sanjeev Goel	Managing Director	Member
3	Ms. Shalini Rahul	Non-Executive Independent Women Director	Member

FURTHER RESOLVED THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

The Board is requested to approve the reconstitution of the Corporate Social Responsibility Committee with immediate effect:

“RESOLVED THAT pursuant to the provisions of Section 135 of the Companies Act, 2013, the following members of the Board shall form part of the reconstituted Corporate Social Responsibility Committee of the Company with immediate effect:

Sr.	Name of Director	Designation	Position
1	Mr. S.K. Goel	Non-Executive Independent Director	Member
2	Mr. Sanjeev Goel	Managing Director	Chairman
3	Ms. Shalini Rahul	Non-Executive Independent Women Director	Member

FURTHER RESOLVED THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO	BUSINESS TO BE TRANSACTED (QUARTERLY AGENDA)
15.	To take note of disclosure of particulars of contracts/arrangements entered into by the company with Related Parties in terms of applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI LODR, 2015) and section 188(1) of Companies Act, 2013 including certain arm’s length transactions under third proviso thereto and in the ordinary course of business and at arm’s length basis for the quarter ended 30th June 2022.
	It is informed to the Board that the Related Party Transactions for the quarter ended 30th June 2022 are as given below:

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No.	Name of the Related Party	Nature of Transaction	Related Party Transaction during Quarter ended on 30 th June, 2022	Related Party Transaction from 1st April 22 to 30 th June, 22	Material /Non Material Related Party Transaction
1.	Mr. Sanjeev Goel (Managing Director)	Director Remuneration	as per the Employment Terms and Agreements and approved in the Annual General Meeting dated 15 th September 2021		Material
2.	Amulet Technologies Ltd	Loan Transactions (new loan given)	(587,109)	(587,109)	Material
3.	Pantec Devices Pvt Ltd	Interest on Loan Transactions	56,250	56,250	Non- Material
4.	Mr. Pranav Goel	Salary and other remuneration	as per the Employment Terms and Agreements		Non Material
5.	Mr. Dhruv Goel				
6.	Ms. Vandana Das				
7.	Ms. Shilpy Chopra	Director Sitting Fees as per Companies Act 2013 read with rule made thereunder	as per the sitting fees approved in the Board meeting dated 11 th September 2020		Non Material
8.	Mr. Rakesh Kumar Joshi				
9.	Mr. Ramesh Tyagi				
10.	Mr. S.K Goel				
11.	Ms. Shalini Rahul				
12.	Mr. Sanjeev Goel				

Item No	Business to be Transacted
16.	Re-appointment of Statutory Auditors to hold office for second block of five (5) years from conclusion of 28th Annual General Meeting until conclusion of 32nd Annual General Meeting and fixing their remuneration thereof
	It is informed to the Board that the term of existing Statutory Auditors is expiring at the ensuing Annual General Meeting. On recommendation of the Audit Committee, the Board is required to approve and recommend the re-appointment of Statutory Auditors to hold office for second block of five (5) years from the conclusion of 28 th Annual General Meeting until conclusion of 32 nd Annual General Meeting for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till Financial Year

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	<p>2026-2027 and to fix remuneration in terms of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the shareholders at the ensuing Annual General Meeting of the Company.</p> <p>The Consent letter/eligibility letter from M/s. S. P. Chopra & Co., Chartered Accountants for acting as Statutory Auditor for second block of five (5) years would be placed before the Board as Exhibit-4</p> <p>The Board is requested to consider and approve the below resolution on this behalf:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Audit Committee and subject to the approval of the members, the Board be and hereby recommends to re-appoint M/s. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N),as the Statutory Auditors of the Company for a second term of 5 years from the conclusion of 28th Annual General Meeting until conclusion of 32nd Annual General Meeting for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till Financial Year 2026-2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.</p> <p>FURTHER RESOLVED THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to sign and file necessary forms with Ministry of Corporate Affairs, do all such acts, deeds matters and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard."</p>
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Item No.	BUSINESS TO BE TRANSACTED
17.	To consider and approve the appointment of Ms. Shalini Rahul (DIN: 09357650), as Non-Executive Independent Director of the Company for a consecutive period of five (5) years.
	<p>It is informed to the Board that:</p> <ol style="list-style-type: none"> 1. Subject to approval of shareholders, Ms. Shalini Rahul (DIN: 09357650), was appointed as Additional Director in category Non-Executive Independent not liable to retire by

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rotation for consecutive period of five (5) years starting from October 13, 2021 to up to October 12, 2026 pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof).

2. The Company has received declaration from Ms. Shalini Rahul (DIN: 09357650), that she meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
3. Ms. Shalini Rahul (DIN: 09357650), is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.
4. Ms. Shalini Rahul (DIN: 09357650), fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as a Non-Executive Independent Director and that she is an independent of the management of the Company.
5. Ms. Shalini Rahul (DIN: 09357650), is also not related to any director or Key Managerial Personnel of the Company.

The Board is requested to consider and approve the following resolution

"RESOLVED THAT:

1. Pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and subject to shareholders approval, Shalini Rahul (DIN: 09357650), who was appointed as an Additional Director (Independent) of the Company with effect from October 13, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from herself proposing her candidature for the office of Director, be and is hereby recommended to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto October 12, 2026, not liable to retire by rotation.
2. Mr. Sanjeev Goel Managing Director and /or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an Independent Directors of the Company.

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	<p>3. Mr. Sanjeev Goel Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to appoint the Practicing professionals for certification of above said form to be filed with the Office of the Registrar of Companies/ Central Government, as prescribed under the, Companies Act, 2013 and the Rules made thereunder.”</p> <p>Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives except Mrs. Shalini Rahul and her relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.</p>
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Item No.	BUSINESS TO BE TRANSACTED
18.	<p>To consider, approve the Revision in the Remuneration of Mr. Dhruv Goel as the Chief Manager (Finance & Legal) of the Company who was appointed in 01 August 2020.</p>
	<p>It is informed to the Board that, the management is in process to revise the remuneration of Mr. Dhruv Goel as increment process.</p> <p>It is further informed to the Board that the remuneration was revised from Rs. 9, 00,000 to Rs.11,70,000 w.e.f. 1st october 2021. Further, the Board is requested to ratify the above remuneration.</p> <p>Since the mentioned transaction falls under the purview of Section 188 of the Companies Act, 2013,, the said upward revision and pass the following resolution in this regard:</p> <p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. Pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to approval of Board, the consent of the committee be and is hereby accorded for the upward revision of the remuneration of Mr. Dhruv Goel, Chief Manager (Finance & Legal), with immediate effect on following terms: <ol style="list-style-type: none"> a. The name of the related party and nature of relationship: Mr. Dhruv Goel, Relative of Director of the Company, holding place of profit at workplace in the capacity of , Chief Manager (Finance & Legal) b. The nature, duration of the contract and particulars of the contract or arrangement: Revision in remuneration as per the breakup provided in this

resolution.

- c. **The material terms of the contract or arrangement including the value, if any:** All the existing terms and condition of his appointment existing presently shall remain in force except the remuneration which is revised and shall be paid.
- d. **any advance paid or received for the contract or arrangement, if any:** Not applicable
- e. **The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** based on the Performance and decided by the Management and HR.
- f. **Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:** All relevant factors have been considered.

RESOLVED FURTHER THAT the Board is requested to ratify the remuneration which was revised and paid w.e.f 01st October 2021 as follows:-

Detailed breakup of Revised Remuneration		
Components of remuneration	Amount In Rs. (Per Month)	Amount In Rs. (Per Annum)
Basic (1)	39,000.00	468,000.00
HRA (2)	19,500.00	234,000.00
Reim/Allowance (3)	14,750.00	1,77,000.00
Special Allowance (7)	22,450.00	269,400.00
Gross Salary (1)+(2)+(3)+(4)+(5)+(6)+(7)	95,700.00	1,148,400.00
Employer PF Contribution (8)	1800.00	21,600.00
Fixed CTC (9)	97,500.00	1,170,000.00
Variable CTC as per company and Individual performance (10)	NA	NA
Total CTC (9)+(10)	97,500.00	1,170,000.00

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RESOLVED FURTHER THAT all the existing terms and condition of his appointment existing presently shall remain in force except the remuneration which is revised and shall be paid with effect from 01st August 2022 as under:

Detailed breakup of Revised Remuneration		
Components of remuneration	Amount In Rs. (Per Month)	Amount In Rs. (Per Annum)
Basic (1)	52,065.20	624,782.40
HRA (2)	26,032.60	312,391.20
LTA	4,338.77	52,065.20
Reim/Allowance (3)	14,750.00	177,000.00
Special Allowance (7)	31,176.43	374,117.20
Gross Salary (1)+(2)+(3)+(4)+(5)+(6)+(7)	128,363.00	1,540,356.00
Employer PF Contribution (8)	1,800.00	21,600.00
Fixed CTC (9)	130,163.00	1,561,956.00
Variable CTC as per company and Individual performance (10)	NA	NA
Total CTC (9)+(10)	130163	1561956

- The HR-Head of the Company be and is hereby authorized on behalf of the Board of Directors to do all such acts, deeds and things which are necessary in this regard to give effect to the upward revision of remuneration of Mr. Dhruv Goel as specified in the aforesaid resolution.
- Any of the director(s) or Company Secretary of the company be and are hereby severally authorized to file the necessary returns with applicable authorities, to obtain necessary approvals, if any and to all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

Item No.	BUSINESS TO BE TRANSACTED
19.	To consider, approve the Revision in the Remuneration of Mr. Pranav Goel as the Chief Manager (IT & Infra), of the Company who was appointed in 01 May 2020
	<p>It is informed to the Board that, the management is in process to revise the remuneration of Mr. Pranav Goel as increment process.</p> <p>It is further informed to the Board that the remuneration was revised from Rs. 12,00,000 to Rs. 15,00,000 w.e.f. 1st october 2021. Further, the Board is requested to ratify the above remuneration.</p> <p>Since the mentioned transaction falls under the purview of Section 188 of the Companies Act, 2013, the said upward revision and pass the following resolution in this regard:</p> <p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. Pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to approval of Board, the consent of the committee be and is hereby accorded for the upward revision of the remuneration of Mr. Pranav Goel, Chief Manager (IT & Infra), with immediate effect on following terms: <ol style="list-style-type: none"> a. The name of the related party and nature of relationship: Mr. Pranav Goel, Relative of Director of the Company, holding place of profit at workplace in the capacity of , Chief Manager (IT & Infra) b. The nature, duration of the contract and particulars of the contract or arrangement: Revision in remuneration as per the breakup provided in this resolution. c. The material terms of the contract or arrangement including the value, if any: All the existing terms and condition of his appointment existing presently shall remain in force except the remuneration which is revised an shall be paid. d. any advance paid or received for the contract or arrangement, if any: Not applicable e. The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract: based on the Performance and decided by the Management and HR.

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- f. **Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:** All relevant factors have been considered.

RESOLVED FURTHER THAT the Board is requested to ratify the remuneration which was revised and paid w.e.f 01st October 2021 as follows:-

Detailed breakup of Revised Remuneration		
Components of remuneration	Amount	Amount
	In Rs. (Per Month)	In Rs. (Per Annum)
Basic (1)	65,000.00	600,000.00
HRA (2)	25,000.00	25,000.00
Reim/Allowance (3)	14,750.00	1,77,000.00
LTA	4,166.67	50,000.00
Special Allowance (7)	29,283.33	269,400.00
Gross Salary (1)+(2)+(3)+(4)+(5)+(6)+(7)	95,700.00	351,400.00
Employer PF Contribution (8)	1800.00	21,600.00
Fixed CTC (9)	125,000.00	1,500,000.00
Variable CTC as per company and Individual performance (10)	NA	NA
Total CTC (9)+(10)	125,000.00	1,500,000.00

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RESOLVED FURTHER THAT all the existing terms and condition of his appointment existing presently shall remain in force except the remuneration which is revised and shall be paid with effect from 01st August 2022 as under:

Detailed breakup of Revised Remuneration		
Components of remuneration	Amount	Amount
	In Rs. (Per Month)	In Rs. (Per Annum)
Basic (1)	64,000.00	768,000.00
HRA (2)	32,000.00	384,000.00
Reim/Allowance (3)	5,333.33	64,000.00
LTA	14,750.00	177,000.00
Special Allowance (7)	42,116.67	505,400.00
Gross Salary (1)+(2)+(3)+(4)+(5)+(6)+(7)	158,200.00	1,898,400.00
Employer PF Contribution (8)	1,800.00	21,600.00
Fixed CTC (9)	160,000.00	1,920,000.00
Variable CTC as per company and Individual performance (10)	NA	NA
Total CTC (9)+(10)	160,000.00	1,920,000.00

- The HR-Head of the Company be and is hereby authorized on behalf of the Board of Directors to do all such acts, deeds and things which are necessary in this regard to give effect to the upward revision of remuneration of Mr. PranavGoel as specified in the aforesaid resolution.
- Any of the director(s) or Company Secretary of the company be and are hereby severally authorized to file the necessary returns with applicable authorities, to obtain

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	necessary approvals, if any and to all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.”
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Item No	Business to be Transacted
20.	To recommend the re-appointment of Mr. Sanjeev Goel, Managing Director to the shareholders for their approval whose period of office is liable to retire by rotation in terms of Section 152 Companies Act, 2013 and rules made thereunder as amended from time to time and being eligible offered himself for re-appointment in 28th Annual General Meeting of the Company scheduled to be held in Year 2022.
	<p>It is informed to the board that as per provisions of Section 152 of the Companies Act, 2013 read with terms of appointment of respective directors, Mr. Sanjeev Goel is liable to retire by rotation.</p> <p>The board is requested to recommend his re-appointment to the Shareholders for their approval.</p> <p>The members of board are requested to consider and approve the following resolution:</p> <p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. The consent of board be and is hereby accorded for recommendation of re-appointment of Mr. Sanjeev Goel, Managing Director to the shareholders of the company, who is liable to retire by rotation pursuant to Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with Articles of Association of the Company subject to approval of shareholder in forthcoming 28th Annual General Meeting of the Company 2. Any director of the company 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.”

ITEM NO.	BUSINESS TO BE TRANSACTED
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(YEARLY AGENDA)													
21.	To consider and approve the transfer of Unclaimed or Unpaid dividend which pertains to Financial Year 2014 - 2015 to Investor Education Protection Fund (IEPF) in terms of Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and subsequently to approve the closure of the aforesaid unpaid dividend Account.												
	<p>It is informed to the Board of Directors that:</p> <ol style="list-style-type: none">1. Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund ('IEPF') Pursuant to the provisions of the Companies Act, 2013 read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF.2. Accordingly, unclaimed dividends of Shareholders for the Financial Year 2014-15 lying in the unclaimed dividend account of the Company as on October 24, 2022 will be transferred to IEPF on the due date i.e. November 27, 2022.3. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the unpaid dividend account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government.4. Accordingly, the Company has transferred unclaimed dividend and eligible Shares to IEPF Demat Account within statutory timelines. For the Financial Year 2013-2014 amount of unclaimed dividend transferred to IEPF Rs.103614/-.5. The details of unclaimed dividends to IEPF during Financial Year 2021-22 are as follows:<table border="1"><thead><tr><th colspan="4">Details of date of declaration & due date for transfer to IEPF</th></tr><tr><th>Financial Year</th><th>Dividend Per Share</th><th>Date of Declaration</th><th>Due date for Transfer to IEPF</th></tr></thead><tbody><tr><td>2014-2015</td><td>Rs. 0.25 (i.e. 2.5%) per Equity Share having face value of Rs. 10/- each</td><td>24-09-2015</td><td>27-11-2022</td></tr></tbody></table>6. Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest	Details of date of declaration & due date for transfer to IEPF				Financial Year	Dividend Per Share	Date of Declaration	Due date for Transfer to IEPF	2014-2015	Rs. 0.25 (i.e. 2.5%) per Equity Share having face value of Rs. 10/- each	24-09-2015	27-11-2022
Details of date of declaration & due date for transfer to IEPF													
Financial Year	Dividend Per Share	Date of Declaration	Due date for Transfer to IEPF										
2014-2015	Rs. 0.25 (i.e. 2.5%) per Equity Share having face value of Rs. 10/- each	24-09-2015	27-11-2022										

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thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. Shareholders are requested to get in touch with the RTA for encashing the unclaimed dividend/interest/principal amount, if any, standing to the credit of their account.

In this respect Board is requested to consider and approve the following:

“RESOLVED THAT:

- 1) The consent of the Board be and is hereby accorded to transfer the unpaid / unclaimed amount lying in **“INTEC CAPITAL LIMITED UNPAID DIVIDEND ACCOUNT-2014-2015”** i.e. for the year 2014-15 to Investor Education Protection Fund (IEPF) in terms of section 124 (5) and section 125 (1) (c) read with other applicable section of the Companies Act, 2013 and rules made there under as amended from time to time.
- 2) The consent of the Board be and is hereby accorded for closing of Unpaid /Unclaimed Dividend Account for the year 2014-15” maintained with Kotak Mahindra Bank (the Bank), New Delhi bearing account no. maintained in the name of **“INTEC CAPITAL LIMITED UNPAID DIVIDEND ACCOUNT-2014-15”** after transferring the entire amount lying in the account to Investor Education Protection Fund (IEPF).
- 3) The Bank be and is hereby authorized to do such acts as may be necessary to close the above said account.
- 4) Mr. Sanjeev Goel, Managing Director and/or Company Secretary of the Company be and are hereby jointly or severally authorized to sign the related documents and deeds and things for the transfer of aforesaid unpaid dividend account to IEPF, transfer of all shares in respect of which unpaid or unclaimed dividend has been transferred under section 124 (5) of the Companies Act, 2013 and for the closure of aforesaid unpaid dividend account and also to do all things, deeds, acts which are necessary in this regard.
- 5) The certified true copy of the resolution be provided, whenever required under the signatures of any of Mr. Sanjeev Goel, Managing Director and or Company Secretary of the Company.”

ITEM NO.	BUSINESS TO BE TRANSACTED
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	(YEARLY AGENDA)
22.	To consider and approve the Appointment of Scrutinizer.
	<p>It is informed to the Board that in pursuant to the provisions of Section 108 & 109 of Companies Act, 2013 and rules made there under, a member may exercise his right to vote either through the E-Voting or through poll, therefore the Company has to appoint a scrutinizer to scrutinize the e-voting process and to ascertain the requisite majority for the purpose of business to be transacted at the Annual General Meeting.</p> <p>In this regard CS Priyank Kukreja, Company Secretary in practice (COP No.-19465) was approached to act as scrutinizer and has given his consent on 28.07.2022 to act scrutinizer to scrutinize the e-voting process at the ensuing AGM of the company.</p> <p>The Board is requested to pass the following resolution, if thought fit, with or without modification(s):</p> <p>“RESOLVED THAT pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 respectively, the consent of the Board of Directors of the Company be and is hereby accorded to appoint CS Priyank Kukreja, Company Secretary in practice as scrutinizer of the Company for scrutinizing the e-voting and poll process and to ascertain the requisite majority for the purpose of business to be transacted at the 28th Annual General Meeting to be held on Monday, 05th September, 2022 for the F.Y. 2021-22, at remuneration to be mutually decided by the Board of Directors in consultation with the scrutinizer.</p> <p>RESOLVED FURTHER THAT Mr. Sanjeev Goel, Managing Director (DIN:00028702) of the Company be and is hereby authorized to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution.”</p>

ITEM NO.	BUSINESS TO BE TRANSACTED
23.	To consider and approve for transfer of all Equity Shares of the Company to Investor Education and Protection Fund in respect of which dividend has been unpaid or unclaimed for the Financial Year 2014-15 by shareholder for consecutive period of seven (7) years or more in terms of provisions of section 124, 125 and other applicable of the Companies Act, 2013 ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the Rules").

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It is informed to the Board that as per section 124, 125 of the Companies Act, 2013 read with rules and MCA Circular and notifications our company is required to transfer all Equity Shares of the Company to Investor Education and Protection Fund in respect of which dividend has been unpaid or unclaimed for consecutive period of seven (7) years or more. The Ministry Corporate Affairs vide its circular no. 15/2016 dated 7th December 2016 has decided to simplify transfer process of shares under IEPF Rules 2016 to IEPF Authority.

The Board is requested to pass the following resolution, if thought fit, with or without modification(s):

“RESOLVED THAT:

1. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules"), and other applicable rules / regulations / Circulars / Notifications issued in that behalf by Ministry of Corporate Affairs, including any modification or amendment thereto, the approval of the Board of Directors be and is hereby accorded for transfer of all Equity Shares of the Company to Investor Education and Protection Fund in respect of which dividend has been unpaid or unclaimed by the shareholder for consecutive period of seven (7) years or more and that Mr. Sanjeev Goel, Managing Director and or Ms. Vandana Das, Company Secretary of the Company, be and are hereby jointly and severally authorised from time to time to make application for issue of duplicate share certificate where the shares are held in physical form, delivery instruction slips where the shares are held in dematerialized form and or such other forms / returns / documents as may be required/ applicable and all other deeds and documents as may be required to be signed and executed from time to time and to do all such acts, deeds and things as may be considered necessary, expedient and/or incidental to be done in this regard.
2. Pursuance to Section 46 of the Act read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act, duplicate Equity Share Certificates be issued under the facsimile signatures of Mr. Sanjeev Goel, Managing Director and Mr. S.K. Goel, Non-Executive Independent Director and Ms. Vandana Das, Company Secretary of the Company shall manually sign the same and further that the Common Seal of the Company be affixed on the aforesaid Equity Share Certificates in the presence of aforesaid Directors and Company Secretary of the company.
3. Mr. Sanjeev Goel, Managing Director and or Company Secretary of the Company, be and are hereby jointly and severally authorised from time to time to perform all the functions and duties as mentioned in the aforesaid IEPF Rules, 2016, to file relevant forms and returns with the IEPF and other applicable authorities, to do all such acts, deeds and things, to sign all such documents, papers & writings and to perform all such other functions and duties from time to time as may be deemed necessary or expedient in connection with the above or to give effect to such transfer of shares to the IEPF or engage such consultants / agencies / firm / individual as may be required to give effect to such transfer of shares to the IEPF.”

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ITEM NO.	BUSINESS TO BE TRANSACTED (YEARLY AGENDA)
24.	To approve the draft Board's report of the company for the financial year 2021-22.
	<p>It is informed to the Board of Directors that:</p> <p>Pursuant to the provisions of section 134 of the Companies Act, 2013, there shall be attached to the statements laid before the Company in Annual General Meeting, a report by its Board of Directors containing various matters as prescribed under the Act and the rules contained therein.</p> <p>Accordingly, draft Board's Report inter alia containing the Directors' Responsibility Statement, Particulars of Loans, Guarantee or Investments under section 186, and Transactions under section 188 which forms inherent part of the said report.</p> <p>The Board is requested to consider draft Board's Report inter alia containing the Directors' Responsibility Statement, Particulars of Loans, Guarantee or Investments under section 186, and Transactions under section 188, for the year ended March 31, 2022 and approve the same.</p> <p>Further as per section 134(2) (f) of Companies Act, 2013, the board is also required to give explanations or comments on every qualification, reservation or adverse remark or disclaimer made in the by the auditor in the Board's report.</p> <p>The Board is requested to consider the same and, if thought fit, may pass the following resolution, with or without modification(s):</p> <p>"RESOLVED THAT pursuant to the provisions of Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification(s) or amendment(s) there-to or re-enactment(s) thereof for the time being in force) the Board's Report for the F.Y. 2021-22, on the business & operations of the Company as placed before the Board as Exhibit-2 and duly initialed by the Chairman for the purpose of identification, be and is hereby approved for circulation to the Members along with the annexures attached thereto forming part of the report.</p> <p>RESOLVED FURTHER THAT pursuant to the provisions of sub-section (6) of Section 134 of the Companies Act, 2013 Mr. Sanjeev Goel, Managing Director (DIN: 00028702) and Mr. S. K. Goel (DIN: 00963735) Director of the Company be and are hereby authorized to sign the Board's Report on behalf of the Board of Directors of the Company to do all such acts, deeds and things</p>

as may be required to give effect to the aforesaid resolution.”

It was further informed to the Board that the following are the qualifications, reservations or adverse remarks or disclaimers of the statutory auditor and the Secretarial Auditor of the company as per the statutory audit report and Secretarial Audit report (MR-3) respectively for the financial year 2021-22. The reply of the Board against the remarks raised are hereunder for approval of Board:

Qualification reported by Statutory Auditors:

1. **For Standalone Financial Statements** :The Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un- able to service term loans and working capital facilities including interest thereon to certain banks and has approached these Banks for its restructuring/ settlement which inter-alia includes waiver/ reduction of interest being consider by the respective banks . As the company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages interest of Rs. 2320.80 lacs i.e, Rs. 281.00 Lacs and Rs. 1093.12 lacs for the current quarter and year ended 31st march 2022 respectively and Rs. 1227.68 lacs for the period upto 31st March 2021, though accrued on these loans , has not been provided in these financial results.

2. **For Consolidated Financial Results**: The Parent Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un- able to service term loans and working capital facilities including interest thereon to certain banks and has approached these Banks for its restructuring/ settlement which inter-alia includes waiver/ reduction of interest being consider by the respective banks . As the company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages interest of Rs. 2320.80 lacs i.e, Rs. 281.00 Lacs and Rs. 1093.12 lacs for the current quarter and year ended 31st march 2022 respectively and Rs. 1227.68 lacs for the period upto 31st March 2021, though accrued on these loans , has not been provided in these financial results

Board's reply:

The Company is in talks/discussion with banks for restructuring / One Time Settlement (OTS). Even during the financial year, OTS's proposal for settlement of its loans have been

accepted / approved by two banks(Previous Year: two Banks).Hence the Company has decided not to provide Interest amounting Rs 2320.80 Lacs in their books of accounts as settlement with other banks is also in the advance stage.

➤ **QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER OF SECRETARIAL AUDITOR:**

1. There has been a violation of Regulation 17(1) under SEBI (LODR) during the Financial Year under review. The violation initially occurred for the quarter ended on June, 2021, September, 2021' & December, 2021'. Representations were made by the Company before the 'Waiver Committee' of the 'Bombay Stock Exchange', wherein the penalty for the first two quarters was waived-off and the penalty for the third quarter amounting to Rs. 5,07,400/- was imposed and the same was duly paid by the Company.

Board Reply:-

The Company has duly paid the Penalty amounting to Rs. 5,07,400/- on 16th March 2022.

2. Further, there also occurred a violation under Regulation 17(1A) under the SEBI (LODR) for which the Company has again made its representations before the 'Waiver Committee'. The matter is still pending adjudication.

Board Reply:-

On 08th January 2021, the company duly applied for waiver of the aforementioned penalty to the Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP) ("Waiver Committee"). However, the matter is still pending with Bombay Stock Exchange (BSE).

3. During the Financial Year under review, the Company has made a delay of 8 days in filing the Form AOC-4 CFS NBFC (IND-AS) for the Financial Year ended on 31.03.2021.

Board Reply:-

Due to the technical error in theForm AOC-4 CFS NBFC (IND-AS) for the Financial Year ended on 31.03.2021 which was later resolved by the MCA, therefore there was

a delay in filing the form.

4. The Company has made substantial delays in carrying out the requisite monthly, quarterly & annual filings on the 'xbrl.rbi.org.in.orfxbrl' portal. As per the information and explanations given by the Company's management, the said delays have specifically occurred on account of the then prevailing Covid-19 circumstances due to which, most of the times during the period under review, either a major portion of the office staff was on leave/ working remotely through their respective residence or the office premises of the company was mandatorily shut due to the lock-downs & other restrictions being imposed by the State Government & other authorities.

Board Reply:-

The delays have specifically occurred on account of the then prevailing Covid-19 circumstances due to which, most of the times during the period under review, either a major portion of the office staff was on leave/ working remotely through their respective residence or the office premises of the company was mandatorily shut due to the lock-downs & other restrictions being imposed by the State Government & other authorities.

5. The Annual Report on the Corporate Social Responsibility (CSR) forming part of the Board report of the Company for the financial year ended 31st March 2021 is not as per the amended format prescribed under the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January 2021.

Board Reply:-

The Report on Corporate Social Responsibility (CSR) forming part of the Board report has prepared as per the old format prior to (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January 2021. The company will take due care that the Report for the current Financial Year will be prepared as per the amended Rule.

6. As per Clause 6.4. of revised Secretarial Standard on Board Meetings (SS-1), Resolutions passed by circulation shall be noted at subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting. The text of the resolution passed through circulation was not forming part of the proceedings of the respective meetings of Board.

Board Reply:-

The Resolution passed through Circular is taken on record on subsequent meeting without description regarding dissent or abstention, if any. The Company will take into the consideration the point as suggested by the Secretarial Auditor in the further Board Meeting as required.

7. As per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016, the company shall pass in the meeting of its Board of Directors within thirty days of the issue of these directions and thereafter within thirty days of the commencement of the next financial year and each subsequent financial year, a resolution to the effect that the company has neither accepted public deposit nor would accept any public deposit during the year. The resolution to the effect has been passed at meeting of Board dated 10th June 2021, i.e., after a delay of approx. 41 days.

Board Reply:-

The Company was in the practice to pass the Board Resolution for non-Accepting Deposits in the First Board meeting of the financial Year. Although there was also a lockdown imposed in Delhi last year from 19th April so delay of approx. 41 days was because of that reason. Further now onwards the company will pass the said resolution during the year as per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 i.e within thirty days of the commencement of the next financial year.

8. It is further stated that the Company is in receipt of a Complaint from one of the investors of the Company during the Financial Year under review wherein, certain violations in respect of the Companies Act, 2013 and the SEBI Laws have been alleged against the Company. The Complaint has been filed before various fora including the Office of the Registrar of Companies, NCT of Delhi & Haryana, Bombay Stock Exchange, Securities & Exchange Board of India, Reserve Bank of India, etc. On the basis of a detailed perusal of the Complaint and while looking into the contentions filed by the Company before the applicable statutory authorities, it appears that there is a pre-existing dispute between the said Complainant and the Company before the said Complaint was even lodged. The matter is already pending adjudication before various Government Authorities as aforesaid, therefore, no comments in this regard are being made in the instant Report so that the

adjudication is not influenced in any manner whatsoever.

Board Reply:-

The complaint received by the Company from various authorities i.e, SEBI, BSE and ROC etc. from one of the investor regarding certain violations in respect of the Companies Act, 2013 and the SEBI Laws. The Company has duly submitted its responses to the above mentioned authorities.

ITEM NO.	BUSINESS TO BE TRANSACTED (YEARLY AGENDA)
25.	To approve the notice and explanatory statement for calling 28th Annual General Meeting (AGM).
	<p>It is informed to the Board of Directors that:</p> <p>In Compliance to Section 96 of the Companies Act, 2013, the Company is required to hold its Annual General Meeting (AGM) upto 30th Sept 2022. On account of continued outbreak of COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular number 02/2022 dated 05th May, 2022, has allowed the convening of AGM through Video conferencing till 31st December, 2022. Further, SEBI vide Circular number SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated 03rd June, 2022 has also allowed conduct of AGM through video conferencing till 31st December, 2022.</p> <p>Therefore, it is proposed to convene the 28th Annual General Meeting of the Company on Monday, 05th day of September, 2022 at 12.00 Noon at registered office of the Company through video conferencing.</p> <p>A draft copy of the Notice convening the 28th Annual General Meeting of the Company will be separately circulated for the consideration & approval of the Board.</p> <p>The Board is requested to consider the same and, if thought fit, may pass the attached resolution, with or without modification(s):</p> <p>“RESOLVED THAT pursuant to the provisions of General Circular No. 02/22 dated 05th May, 2022, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively “MCA Circulars”) read with SEBI vide Circular number SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated 03rd June, 2022 and the provisions of section 96 of Companies Act 2013, the 28th Annual General Meeting, be held on Monday 05th September, 2022 at 12:00 Noon at the Registered Office of the Company via Video</p>

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	<p>Conferencing.</p> <p>RESOLVED FURTHER THAT the draft notice of 28th Annual General Meeting be held on Monday 05th September, 2022 at 12:00 Noon at the Registered Office of the Company via Video Conferencing as placed before the Board as Exhibit-2 and duly initialed by the Chairman for the purpose of identification be and is hereby approved.</p> <p>RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby authorized to sign and dispatch the same to all the eligible members on behalf of the Company.”</p>
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ITEM NO.	BUSINESS TO BE TRANSACTED (YEARLY AGENDA)
26.	<p>To consider and approve the date of Book closure/record date for the purpose of 28th Annual General Meeting of the company under section 91 of Companies Act, 2013.</p> <p>It is informed to the Board of Directors that:</p> <p>In compliance with the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is required to close its Register of Members and Share Transfer Books for the purpose of Annual General Meeting.</p> <p>Considering the provisions of the said section and Regulation of SEBI (LODR) Regulations 2015, the Board discussed the matter and decided to close these books from Tuesday, August 30, 2022 to Monday, September 05, 2022 (Both days inclusive).</p> <p>The Board is requested to pass the following resolution, if thought fit, with or without modification(s):</p> <p>“RESOLVED THAT in compliance with the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations 2015, the Register of Members / Share Holders and Transfer Books of the Company shall remain closed from Tuesday, August 30, 2022 to Monday, September 05, 2022 (Both days inclusive) for the purpose of Annual General Meeting.”</p> <p>None of the Directors / KMP's of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.</p>

ITEM NO.	BUSINESS TO BE TRANSACTED
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(YEARLY AGENDA)	
27.	<p>To consider and approve the Corporate Governance report, Management discussion and analysis report and Annual Secretarial Compliance Report for financial year ended 31st March 2022 as per applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as “SEBI LODR, 2015”)</p>
	<p>It is informed to the Board that:</p> <ol style="list-style-type: none"> 1. The Corporate Governance Report (CGR) is required to be annexed to Director’s Report and forms part of Annual Report of Financial 2021-22 ended on 31st March 2022 in terms of requirement of regulation 34 and 53 and other applicable regulation read with schedule – V, Part C of the SEBI LODR, 2015 2. The Management Discussion and analysis Report (MDAR) is required to be annexed to Director’s Report and forms part of Annual Report of Financial 2021-22 ended on 31st March 2022 in terms of requirement of regulation 34 and 53 and other applicable regulation read with schedule – V, part-B of the SEBI LODR, 2015 3. The Annual Secretarial Audit Report pursuant to Regulation 24A of SEBI (LODR), 2015 given by the Practicing Company Secretary (PCS) is to be annexed with its annual Report and forms integral part of 28th Annual Report of the Company on the occasion of forthcoming 28th Annual General Meeting of the Company. <p>The Board is requested to pass the following resolution, if thought fit, with or without modification(s):</p> <p>“RESOLVED THAT:</p> <ol style="list-style-type: none"> 1) The Board be and is hereby approves and takes note the following for the financial year ended 31st March 2022 viz. <ul style="list-style-type: none"> - The Corporate Governance Report (CGR) - The Management Discussion Analysis Report (MDAR) - Annual Secretarial Compliance Report 2) Mr. Sanjeev Goel, Managing Director and or Mr. S. K. Goel, Non –Executive Independent Director, and or Ms. Vandana Das, Company Secretary be and is/are hereby authorized to sign the same on behalf of the Board of Directors of the

	<p>Company.”</p> <p>The Board is requested to consider and approve the same.</p> <p>None of the Directors / KMP's of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.</p>
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Item No	Business to be Transacted
28.	To approve the Secretarial Audit Report for the F.Y 2021-22.
	<p>It is informed to the Board Member that pursuant to section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Secretarial Audit was conducted by M/s Puneet Pandey & Associates, Practicing Company Secretaries (FRN: S2020DE718200) for the F.Y. 2021-22 to evaluate the corporate conducts/statutory compliance of the company and a Secretarial Audit Report in Form No. MR-3 was provided by the secretarial auditor stating that the company has complied with all the statutory provision.</p> <p>The Board Member are requested to pass the following resolution, if thought fit, with or without modification(s):</p> <p>“RESOLVED THAT as per section 204 of the Companies Act, 2013 the secretarial audit report, for the financial year ended March 31, 2022, as placed before as an Exhibit-3 be & is hereby approved and taken on record.”</p> <p>None of the Directors / KMP's of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution</p>

ITEM NO.	BUSINESS TO BE TRANSACTED
29.	To take note of resignation of Ms. Vandana Vijaykumar Das, Compliance officer and Company Secretary of the Company
	<p>It is informed to the Board that the company has received a mail dated 25th July 2022 from Ms. Vandana Vjiaykumar Das Compliance officer and Company Secretary of the Company informing about her Resignation due to personal reasons from the post of Company Secretary and Compliance Officer of the Company with the closing of business hours of 22 September, 2022.</p>

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ITEM NO.	BUSINESS TO BE TRANSACTED
30.	Any other business with the permission of Chairman.
	To discuss any other Table Agenda on recommendation of chairman of the Meeting and consent of majority of Directors present with at-least one independent director in favour of the proposed Table Agenda.

ITEM NO.	BUSINESS TO BE TRANSACTED
31.	Vote of thanks.

For Intec Capital Limited

Date:
Place: New Delhi

Vandana Das
Company Secretary & Compliance Officer

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COMPLIANCE CERTIFICATE

To,
Board of Directors
Intec Capital Limited
701, Manjusha, 57
Nehru Place, New Delhi-110019

Sub: Compliance certificate for the Quarter ended on June 2022

I, Vandana Das, Company Secretary being responsible for the all statutory functional matters viz. laws, orders, regulations and other legal requirements of the Central/State and other Government and Local Authorities concerning the business and affairs of this Company and in particular applicable to my department and entrusted with me do hereby certify as follows:-

Compliance Certificate Information						
Sl.	Major Heads / Category of Compliances	Number of Compliances				Certificate Remarks
		Due Compliances	Timely Completed Compliances	Work-In Progress Compliances	Delayed Compliances	
1	Stock Exchange Compliances/ Intimations	13	13	0	0	-
2	ROC / MCA Compliances	2	2	0	0	-
3	RBI / NBFC / FEMA / Etc. Compliances	1	1	0	0	-

NOTE: This certificate is given by the undersigned with full knowledge that the Board of Directors of the Company is fully relying on this.

Thanking you,
For Intec Capital Limited

VANDANA
VIJAYKUMAR DAS
R DAS
Digitally signed by
VANDANA
VIJAYKUMAR DAS
Date: 2022.07.25
18:07:52 +05'30'



Name : Vandana Das
Designation: Company Secretary and Compliance Officer
Date: 25 July 2022

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(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
S. No	Name / description of Compliance Activities	Law Name	Relevant Clauses / Regulation	Yearly / Half Yearly / Quarterly / Monthly / Etc.	Authority Involved	Freq.	Due Date Description with frequency in brief	Reference Date	Due Date	Completed Date	Complied / Not Complied / W/P / Exempted / Etc.	Delay / No Delay / Etc.	Reasons of delay / exempted / etc. if any	Remarks, if any
1	Shareholding pattern U/S 31 of SEBI (LODR), 2015	SEBI Laws	SEBI LODR, 2015	Quarterly	BSE	Q	within 21 days of the quarter end	30TH JUNE	21.07.2022	15.07.2022	Complied	No		
2	Corporate Governance Report U/S 27(2) of SEBI (LODR), 2015	SEBI Laws	SEBI LODR, 2016	Quarterly	BSE	Q	within 21 days of the quarter end	30TH JUNE	21.07.2022	08.07.2022	Complied	No		
3	Reconciliation of Share Capital Audit U/S 55A of SEBI (LODR), 2015	SEBI Laws	SEBI LODR, 2017	Quarterly	BSE	Q	within 30 days of the quarter end	30TH JUNE	30.07.2022	15.07.2022	Complied	No		
4	XBRL filing of RSCA	SEBI Laws	SEBI LODR, 2018	Quarterly	BSE	Q	within 30 days of the quarter end	30TH JUNE	30.07.2022	15.07.2022	Complied	No		
5	Disclosure under Regulation 13(3) of SEBI (LODR), 2015	SEBI Laws	SEBI LODR, 2018	Quarterly	BSE	Q	within 21 days of the quarter end	30TH JUNE	21.07.2022	15.07.2022	Complied	No		
6	Disclosure under Regulation 74 (5) of SEBI (Depositories and Participants) Regulations 2018	SEBI Laws	SEBI LODR, 2018	Quarterly	BSE	Q	within 15 days of the quarter end	30TH JUNE	15.07.2022	08.07.2022	Complied	No Delay		
10	To intimate BSE about the Board meeting under Reg. 29 of SEBI (LODR), 2015 and Sending Agenda to the Directors	SEBI LODR, 2015	SEBI LODR, 2015	Quarterly	BSE	Q	atleast five days in advance (excluding the date of the intimation and date of the meeting)	31-Mar-2022	23.05.2022	21.05.2022	Complied	No Delay		
11	Outcome of the Board meeting to BSE under Reg. 30 of SEBI (LODR), 2015	SEBI LODR, 2015	SEBI LODR, 2015	Quarterly	BSE	Q	within 30 minutes of the closure of the meeting	28.05.2022	30.05.2022	28.05.2022	Complied	No Delay		
12	To publish in newspaper quarterly financial results under Reg. 47 of the SEBI(LODR), 2015	SEBI LODR, 2015	SEBI LODR, 2015	Quarterly	BSE	Q	within 48 hours of conclusion of the meeting of board of directors	28.05.2022	30.05.2022	30.05.2022	Complied	No Delay		
13	To submit copy of newspaper publication in which financials were published, to the stock exchange	SEBI LODR, 2015	SEBI LODR, 2015	Quarterly	BSE	Q	within 2 days of the conclusion of the meeting of the Board of Directors	28.05.2022	31.05.2022	29.05.2022	Complied	No Delay		
10	Trading window closure	SEBI, PIT regulations	SEBI, PIT regulations	Quarterly	BSE	Q	before last day on end of quarter	30.06.2022	29.06.2022	28.06.2022	Complied	No Delay		
21	MGT 14 - Financial Results	MCA	MCA	Yearly	MCA	Y	within 30 days of BM	28.05.2022	27.06.2022	21.06.2022	Complied	No Delay		
21	DIR-12 for Resignation of CFO	MCA	MCA	Event Based	MCA	EB	within 30 days of Resignation	27.05.2022	26.06.2022	26.06.2022	Complied	No Delay		
11	Related Party Transaction	SEBI Laws	SEBI LODR, 2018	Half yearly	BSE	H	With in 15 Days from Publication of Results	31-Mar-2022	12.06.2022	10.06.2022	Complied	No Delay		
12	Regulation 24 A Annual Secretarial Compliance	SEBI Laws	SEBI LODR, 2018	Yearly	BSE	Y	With in 60 days of end of Financial Year	31-Mar-2022	31-May-2022	23.05.2022	Complied	No Delay		
13	FLA	RBI regulations	RBI regulations	Yearly	RBI regulations	Y	15-Jul	31-Mar-2022	15.07.2022	03.06.2022	Complied	No Delay		



COMPLIANCE CERTIFICATE

To,
Vandana Das
Company Secretary & Compliance Officer
Intec Capital Limited
708, Manjusha, 57
Nehru Place, New Delhi-110019

Sub: Compliance certificate for the Quarter ended June-2022.

I, Neeti - being responsible for the statutory compliances applicable to the "Finance & Accounts department", do hereby certify as follows:-

Compliance Certificate Information						
Sl.	Major Heads / Category of Compliances	Number of Compliances				Remarks
		Due Compliances	Timely Completed Compliances	Work-In Progress Compliances	Delayed Compliances	
1	Timely Compliances List	33	24	1	8	During the quarter, 25 statutory compliance were came into force, all compliances were duly complied.
2	Delayed Compliances List, if any	8	0	0	8	Reason for delay :- 1) Took time to understand the return and then prepare the data accordingly so that no wrong information is submitted to the department. 2) Technical issue with bank due to which delayed in payment of TDS for the June month.
3	Non-Compliances List, if any	0	0	0	0	As on date of this certificate, all compliances were duly complied.

This certificate is given by the undersigned with full knowledge that the Board of Directors of the Company is fully relying on this. This certificate is issued based on review of compliances of the department.

Thanking you,
For Intec Capital Limited


Name : Neeti
Date: 23/07/2022
Place: New Delhi



INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd. Off: 708, Manjusha Building, 57 Nehru Place, New Delhi - 110019. T +91-11-4652 2200/300 F +91-11-4652 2333

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Department Name : Finance & Accounts Department Head : Neeti				Financial Year - 2022-23			Month - April 2022		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
S. No	Description of Compliance Activities	Govt. Authority Involved	Payment/Filing - Yearly / Half Yearly / Quarterly / Monthly	Due Date Description	Reference Date (Month End Date)	Due Date	Completed Date	Complied / Not Complied	Delay / No Delay / Etc.
1	Depositing TDS on Contractor	Income Tax	Monthly	Within 7 days from end of the month	30-Apr-22	07-May-22	06-May-22	Complied	No Delay
2	Depositing TDS on Rent	Income Tax	Monthly	Within 7 days from end of the month	30-Apr-22	07-May-22	06-May-22	Complied	No Delay
3	Depositing TDS on Professional or technical fee	Income Tax	Monthly	Within 7 days from end of the month	30-Apr-22	07-May-22	06-May-22	Complied	No Delay
4	Depositing TDS on Salaries	Income Tax	Monthly	Within 7 days from end of the month	30-Apr-22	07-May-22	06-May-22	Complied	No Delay
5	Filing GSTR-1	GST Authorities	Monthly	Within 11 days from end of the month	30-Apr-22	11-May-22	11-May-22	Complied	No Delay
6	Filing GSTR-3B			Within 20 days from end of the month	30-Apr-22	24-May-22	24-May-22	Complied	No Delay
7	Depositing Employees Provident Fund (EPF)	Employees' Pension Scheme, 1952	Monthly	Within 15 days from end of the month	30-Apr-22	15-May-22	13-May-22	Complied	No Delay
8	Depositing Employees State Insurance (ESI)	Employees' Pension Scheme, 1995							
9	DNBS-4B	RBI	Monthly	Within 10 days from end of the month	30-Apr-22	10-May-22	12-May-22	Complied	Delay



Department Name : Finance & Accounts Department Head : Neeti				Financial Year - 2022-23			Month - May 2022		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
S. No	Description of Compliance Activities	Govt. Authority Involved	Payment/Filing - Yearly / Half Yearly / Quarterly / Monthly	Due Date Description	Reference Date (Month End Date)	Due Date	Completed Date	Complied / Not Complied	Delay / No Delay / Etc.
1	Depositing TDS on Contractor	Income Tax	Monthly	Within 7 days from end of the month	31-May-22	07-Jun-22	06-Jun-22	Complied	No Delay
2	Depositing TDS on Rent	Income Tax	Monthly	Within 7 days from end of the month	31-May-22	07-Jun-22	06-Jun-22	Complied	No Delay
3	Depositing TDS on Professional or technical fee	Income Tax	Monthly	Within 7 days from end of the month	31-May-22	07-Jun-22	06-Jun-22	Complied	No Delay
4	Depositing TDS on Salaries	Income Tax	Monthly	Within 7 days from end of the month	31-May-22	07-Jun-22	06-Jun-22	Complied	No Delay
5	Filing GSTR-1	GST Authorities	Monthly	Within 11 days from end of the month	31-May-22	11-Jun-22	10-Jun-22	Complied	No Delay
6	Filing GSTR-3B			Within 20 days from end of the month	31-May-22	20-Jun-22	20-Jun-22	Complied	No Delay
7	Depositing Employees Provident Fund (EPF)	Employees' Pension Scheme, 1952	Monthly	Within 15 days from end of the month	31-May-22	15-Jun-22	10-Jun-22	Complied	No Delay
8	Depositing Employees State Insurance (ESI)	Employees' Pension Scheme, 1995						Complied	No Delay
9	DNBS-4B	RBI	Monthly	Within 10 days from end of the month	31-May-22	10-Jun-22	21-Jun-22	Complied	Delay
10	DNBS - 2	RBI	Annually	Within 60 days from end of the financial year	31-Mar-22	30-May-22	28-Jun-22	Complied	Delay



Department Name : Finance & Accounts Department Head : Neeti				Financial Year - 2022-23			Month- June-2022		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
S. No	Description of Compliance Activities	Govt. Authority Involved	Payment/Filing - Yearly / Half Yearly / Quarterly / Monthly	Due Date Description	Reference Date (Month End Date)	Due Date	Completed Date	Complied / Not Complied / WIP / Exempted / Etc.	Delay / No Delay / Etc.
1	Depositing TDS on Contractor	Income Tax	Monthly	Within 7 days from end of the month	30-Jun-22	07-Jul-22	08-Jul-22	Complied	Delay
2	Depositing TDS on Rent	Income Tax	Monthly	Within 7 days from end of the month	30-Jun-22	07-Jul-22	08-Jul-22	Complied	Delay
3	Depositing TDS on Professional or technical fee	Income Tax	Monthly	Within 7 days from end of the month	30-Jun-22	07-Jul-22	08-Jul-22	Complied	Delay
4	Depositing TDS on Salaries	Income Tax	Monthly	Within 7 days from end of the month	30-Jun-22	07-Jul-22	08-Jul-22	Complied	Delay
5	Depositing TDS on Interest paid	Income Tax	Monthly	Within 7 days from end of the month	30-Jun-22	07-Jul-22	08-Jul-22	Complied	Delay
6	Filing GSTR-1	GST Authorities	Monthly	Within 11 days from end of the month	30-Jun-22	11-Jul-22	11-Jul-22	Complied	No Delay
7	Filing GSTR-3B			Within 20 days from end of the month	30-Jun-22	20-Jul-22	19-Jul-22	Complied	No Delay
8	Depositing Employees Provident Fund (EPF)	Employees' Pension Scheme, 1952	Monthly	Within 15 days from end of the month	30-Jun-22	15-Jul-22	14-Jul-22	Complied	No Delay
9	Depositing Employees State Insurance (ESI)	Employees' Pension Scheme, 1995			30-Jun-22			Complied	No Delay
10	DNBS-4B	RBI	Monthly	Within 10 days from end of the month	30-Jun-22	10-Jul-22	8-Jul-22	Complied	No Delay
11	DNBS-4A	RBI	Quarterly	Within 15 days from end of the Quarter 1	30-Jun-22	15-Jul-22	14-Jul-22	Complied	No Delay
12	DNBS-13	RBI	Quarterly	Within 15 days from end of the Quarter 1	30-Jun-22	15-Jul-22	8-Jul-22	Complied	No Delay
13	OSMOS	RBI	Quarterly	Within 15 days from end of the Quarter 1	30-Jun-22	25-Jul-22		WIP	No Delay
14	DNBS - 10	RBI	Annually	Within 30 days from end of Board Meeting	28-May-22	28-Jun-22	28-Jun-22	Complied	No Delay



To,
The Board Of Directors,
Intec Capital Limited
708, Manjusha, 57
Nehru Place, New Delhi-110019

Sapne Aap Ke Bharosa Apno Ka

Sub: Compliance Certificate- Quarter 1

Dear Sir,

I, Sakshi, (Manager - HR & Admin) being responsible for the all statutory functional matters viz. laws, orders, regulations and other legal requirements of the Central/State and other Government and Local Authorities concerning the business and affairs of this Company and in particular applicable to my department and entrusted with me do hereby certify as follows:

Compliance Certificate Information						
Sl.	Major Heads / Category of Compliances	Number of Compliances				Certificate Remarks
		Due Compliances	Timely Completed Compliances	Work-In Progress Compliances	Delayed Compliances	
1	Provident Fund Act- 1952	3	3	0	0	
2	ESIC	15	15	0	0	
3	The Labour welfare Fund Act-1953	1	1	0	0	
4	Employment exchange Act- 1969	1	1	0	0	
5	Equal Remuneration Act -1976	3	3	0	0	
6	Maternity Benefits Act - 1961	0	0	0	0	
7	Payment of Bonus Act - 1965	0	0	0	0	
8	Payment of Bonus (Monthly Provision)	3	3	0	0	
9	Shop & Commercial Establishment Act -1954	0	0	0	0	All branches has been closed
10	Gratuity	1	1	0	0	
11	Sexual Harassment Return	0	0	0	0	
12	Abstracts Of Hr Compliances	3	3	0	0	

This certificate is given by the undersigned with full knowledge that the Board of Directors of the Company is fully relying on this. This certificate is issued based on review of compliances of the department.

Thanking you,
For Intec Capital Limited

Name : Sakshi Audyan
Designation: Manager - HR & Admin
Date: 15 Jul 22
Place: Delhi



INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd. Off: 708, Manjusha Building, 57 Nehru Place, New Delhi - 110019. T +91-11-4652 2200/300 F +91-11-4652 2333

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Select (W/F/M /Q/H/Y)		Monthly Uniform Standard Compliance Format				Department Name :	HR	Deptt. Head:	Sorika Sethi	Reporting as on i.e. (W/F/M/Q/H/Y):	Ended on :	Select M	Select Monthly	Fill-up 31/06/2020
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
S. No	Name / description of Compliance Activities	Law Name	Relevant Clauses / Regulation	Yearly / Half Yearly / Quarterly / Monthly / Etc.	Govt. Authority Involved	Frequency i.e. (W/F/M/Q/H/Y)	Due Date Description with frequency in brief	Reference Date	Due Date	Completed Date	Complied / Not Complied / WIP / Etc.	Delay / No Delay / Etc.	Reasons of delay / exempted / etc. if any	Remarks, if any
1	Provident Fund	Provident Fund Act - 1952	PF	Monthly	RPFC	M	15-Jul-22	15 Days	15-Jul-22	11-Jul-22	Complied	No Delay		
2	ESIC	ESIC Act -1948	ESIC	Monthly	ESIC Department	M	15-Jul-22	21 Days	15-Jul-22	11-Jul-22	Complied	No Delay		
3	The Labour welfare Fund	The Labour welfare Fund Act -1953	LWF	Accordingly	Labour dept	M Q H Y	15/07/2021,15/01/22	NA	15/07/2021,15/01/22	Refer sheet Annexure -A	Complied	No Delay		Refer sheet Annexure -A
4	Professional Tax	Professional Tax - Payment	PT	Accordingly	State Government	M Q H Y	NA	NA	NA	Refer sheet Annexure -A1	Not Complied	No Delay		Refer sheet Annexure -A1
5	Employment exchange	Employment exchange Act-1969	EE	Quarterly	Employment Exchange	Q	31-Mar-21/30-Jun-21/30-Sep-21/ 31-Dec-21	90 Days	15-Jul-22	14-Jul-22	Complied	No Delay		
6	Equal Remuneration Act	Equal Remuneration Act-1976	ER	Monthly	Labour dept.	M	20-Jul-22	30 Days	20-Jul-22	14-Jul-22	Complied	No Delay		
7	Maternity Benefit	Maternity Benefit Act-1961	MB	Annual	Labour dept	Y	30-Jan-22	30 Days	30-Jan-22	15-Jun-22	Complied	No Delay		
8	Payment of Bonus	Payment of Bonus Act-1965	PB	Annual	Labour dept	Y	31-Dec-21	275 Days	31-Dec-21	31-Dec-21	Complied	No Delay		Refer sheet Annexure -A3
9	Payment of Bonus (Monthly Provision)	Payment of Bonus Act-1965 (Monthly Provision)	PBMP	Monthly	Labour dept	M	15-Jul-22	30 Days	15-Jul-22	01-Jul-22	Complied	No Delay		Refer sheet Annexure -A2
10	Shop & Commercial Establishment Act -1954	Shop & Commercial Establishment Act -1954	S&E	Annual	Labour dept	M Q H Y	NA	NA	NA	Refer sheet Annexure -A2	Not Complied	No Delay		Refer sheet Annexure -A4
11	Gratuity	Gratuity Act - 1972	Gratuity	Accordingly	Labour dept	M	NA	NA	NA	Refer sheet Annexure -A4	Not Complied	No Delay		Refer sheet Annexure -A5
12	Sexual Harassment Return	Sexual Harassment Return	SHR	Annual	Labour dept	Y	31-Jan-22	30 Days	31-Jan-22	31-Jan-22	Not Complied	No Delay		
13	Abstracts Of Hr Compliances	Abstracts Of Hr Compliances	AHC	Accordingly	Labour dept	M Q H Y	15-Jul-22	15 Days	15-Jul-22	11-Jul-22	Complied	No Delay		

Sorika

Annexure -A

The Labour Welfare Fund

Sr.	ACT	State	Branch	LWF (Applicable)	Return Frequency	Period	Due Date of Compliance	Completed Date	Whether Timely Completed	Delayed Compliance, if any	Reasons of delay, if any	Remarks, if any
1	S&E Act	Uttar Pradesh	Noida	Yes	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	N/A	N/A	
2	S&E Act	Punjab	Chandigarh	Yes	1st Half Yearly	Apr - Sep	15-Oct-18	Not Applicable	Not Applicable	N/A	N/A	The provisions of the Act shall be restricted to establishments employing 20 or more persons, as per Section 4 (iii)
3	S&E Act	Punjab	Chandigarh	Yes	2nd Half Yearly	Oct - Mar	15-Apr-18	Not Applicable	Not Applicable	N/A	N/A	The provisions of the Act shall be restricted to establishments employing 20 or more persons, as per Section 4 (iii)
4	S&E Act	New Delhi	Head Office	Yes	1st Half Yearly	Jan - Jun	15-Jul-22	14-Jul-22	Yes	N/A	N/A	
5	S&E Act	New Delhi	Head Office	Yes	2nd Half Yearly	Jul - Dec	15-Jan-23	N/A	Yet to due	N/A	N/A	
6	S&E Act	Karnataka	Bangalore	Yes	Yearly Return	Jan - Dec	15-Jan-18	Not Applicable	Not Applicable	N/A	N/A	The provisions of the Act shall be restricted to establishments employing 50 or more persons
7	S&E Act	Gujarat	Ahmedabad	Yes	1st Half Yearly	Jan - Jun	31-Jul-18	Not Applicable	Not Applicable	N/A	N/A	The provisions of the Act shall be restricted to establishments employing five or more persons, as per section 2(4) of the Act.
8	S&E Act	Gujarat	Ahmedabad	Yes	2nd Half Yearly	Jul - Dec	31-Jan-18	Not Applicable	Not Applicable	N/A	N/A	The provisions of the Act shall be restricted to establishments employing five or more persons, as per section 2(4) of the Act.

Annexure -A1
Professional Tax

S.No.	ACT	State	Branch	PT (Applicable)	Frequency of PT Return	PT Payment Challan	Due Date of Compliance	Completed Date	Whether Timely Completed	Delayed Compliance, if any	Reasons of delay, if any	Remarks, if any
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Note :- All branches has been closed

Signature

Annexure -A2

Shop & Commercial Establishment Act

Sr.	ACT	State	Branches	Reference date	Due Date	Shop Certificate Valid upto	Whether Timely completed	Delayed Compliance if any	Reasons of delayed compliance, if any	Remarks, if any
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Note :- All branches has been closed

[Signature]

Bonus provision

ECN	Employee Name	1-Jan-22	1-Feb-22	1-Mar-22	1-Apr-22	1-May-22	1-Jun-22	Grand Total
10001	PRATAP SINGH BISHT	0	0	0	0	0	0	0
10003	VINOD KUMAR	0	0	0	0	0	0	0
10004	SHIV KUMAR	1610	1610	1610	1610	1610	1610	9660
10006	ANJU SRIVASTAVA	0	0	0	0	0	0	0
10011	RADHA KRISHNA PARIDA	0	0	0	0	0	0	0
10012	KHIM SINGH	1610	1610	1610	1610	1610	1610	9660
10119	VIJAY MADAN	0	0	0	0	0	0	0
10820	Dinesh Negi	0	0	0	0	0	0	0
11053	Sakshi Audyan	0	0	0	0	0	0	0
11266	Kishor Pallwal	1480	1581	1532	1556	1558	134	7841
11294	Sanjeet Kumar Mandal	1610	1610	1610	1610	1610	1610	9660
11366	Balasundar	1558	1380	1610	1395	1610	1261	8814
11383	Ashok Kumar	0	0	0	0	0	0	0
11385	Prashant Kumar Singh	0	0	0	0	0	0	0
11422	Vyas Mehul Mahendrabhai	0	0	0	1610	1610	1610	4830
11426	Radhika	0	0	0	0	0	0	0
11467	Amit Kumar Thakur	1610	1610	1610	1610	1610	1610	9660
11491	Ritesh Chouhan	1506	1553	1610	1610	1610	1610	6279
11500	Savitnand	1610	1610	1610	1610	1610	1181	9231
11504	Pranav Goel	0	0	0	0	0	0	0
11506	David	1324	1610	1350	1610	1610	1610	9114
11508	Chandan	0	0	0	0	0	0	0
11512	Neeti	0	0	0	0	0	0	0
11514	Kamlesh Kumar Raut	1610	1610	1610	1422	1610	1610	9472
11517	Ashwani Kumar	1610	1610	1610	1610	1610	1610	9660
11518	Dattatray Kadu Dinkar	1610	1610	1610	1610	1610	1610	9660
11519	Dhruv Goel	0	0	0	0	0	0	0
11522	Sandeep Kumar	1610	1610	1610	1610	1610	1610	9660
11524	Vandana Vijaykumar Das	0	0	0	0	0	0	0
11526	Sanjay Kumar	1610	1610	1610	1610	1610	1610	9660
11528	Harmesh Kumar Gill	1610	1610	1610	1610	1610	1610	9660
11530	Meenakshi Kukreja	1558	0	0	0	0	0	1558
11532	Harpreet Kaur	1610	1610	1610	1610	1610	1610	9660
11535	Simran Sharma	1285	1610	1610	1530	1610	1503	9148
11537	Ajay Kumar Mandal	1610	1610	1610	1610	1610	1610	9660
11539	Devender Kumar	1610	1610	1610	1610	1324	1583	9347
11540	Urvashi Sharma	0	0	0	1610	1610	1610	4830
11542	Naveen Saini	0	0	0	1610	1610	1610	4830
11543	Ajit Shukla	1480	1466	1402	1315	1532	1261	8456
11545	Harim	0	0	0	0	0	0	0
11546	Amit Sharma	0	0	0	0	0	0	0
11548	Gaurav Gaba	0	0	0	0	0	0	0
11550	Anil	0	0	0	0	0	0	0
11553	Vijay Singh	1610	1610	1610	1610	1610	1610	9660
11554	Abid Khan	1610	1610	1610	1610	1610	1556	9606
11555	Daljit Singh	1610	1610	1610	1610	1610	1610	9660
11556	Ayanul Haque	1259	1538	1610	1610	1610	1449	9076
11557	Arvind Kumar Jha	0	0	0	0	0	0	0
11558	Kunal Sharma	1610	1610	1610	1610	1610	1610	9660
11559	Shalkh Irfan	1545	1610	1610	1610	1610	1610	9595
11560	Dinesh Anand	0	0	0	0	0	0	0
11561	Haseenuddin	1610	1581	1597	1610	1610	1610	9618
11563	Amit Kumar	0	0	0	0	0	0	0
11564	Lokesh	1610	1610	1610	1610	1610	1610	9660
11565	Pankaj Kumar Kashyap	0	0	0	0	0	0	0
11566	Himani Gusain	0	0	0	0	0	0	0
11567	Abhay Sahu	1597	1610	1610	1597	1493	1436	9343
11568	Dheeraj Mehta	1597	1610	1610	818	0	0	5635
11569	Anurag Saxena	1610	1610	1597	1610	1610	1610	9647
11570	Ved Prakash Maurya	0	0	0	0	0	0	0
11572	Ajay	0	1553	1584	1489	1597	1194	7417
11573	Md Saddam Hussain	0	0	1610	1610	428	0	3648
11574	Muazzam Hasan	0	0	0	0	0	0	0
11575	Suman Tomar	0	0	0	0	0	0	0
11576	Laukik Tripathi	0	0	0	0	0	0	0
11577	Shikha	0	0	0	0	0	0	0
11578	Chirag	0	0	0	1073	1610	1610	4293
11579	Harim	0	0	0	1020	1363	1610	3993
11580	Deepak Kumar	0	0	0	0	1558	1610	3168
11581	Prakash Singh	0	0	0	0	1454	1610	3064
11582	Ramesh Kumar	0	0	0	0	0	0	0
11583	Akash Rana	0	0	0	0	1195	1610	2805
11584	Sagar	0	0	0	0	0	1610	1610
11585	Sandeep Kumar	0	0	0	0	0	0	0
11586	Sadik	0	0	0	0	0	590	590
Grand Total		149999	50902	52532	58295	60192	59838	331758

Annexure -A4**Gratuity**

S.No	Name	Desig	DOJ	DOB	Basic Salary / Month	DOL	Resignation	Year	Total Tenure	Gratuity Amount	Payment Date
1	Kishor Pallwal	Assistant Manager	10-Nov-16	4-Jun-81	18007	6-Jun-22	21-Apr-22	2022	5.6	62332	19-Jul-22

Sakshi

Annexure -A5

Abstracts Of Hr Compliances

Sr	Notice	Act	Status	Last View Date
1	Abstract Of The Payment Of Gratuity	Gratuity Act - 1972	Displayed	11-Jul-22
2	Abstract Of The Minimum Wages	Minimum Wages Act 1948	Displayed	11-Jul-22
3	Abstract Of The Maternity Benefit	Maternity Benefit Act 1961	Displayed	11-Jul-22
4	Abstract Of The Contract Labour	Contract Labour Act 1970 & 1971	Displayed	11-Jul-22
5	Abstract Of The Payment Of Wages	Payment Of Wages Act 1936	Displayed	11-Jul-22
6	Abstract Of Equal Remuneration	Equal Remuneration Act 1976	Displayed	11-Jul-22
7	Abstract Of Workmen'S Compensation	Workmen'S Compensation Act 1923	Displayed	11-Jul-22
8	Abstract Of Employee Provident Fund Misc Provision	Employee Provident Fund Misc Provision Act 1952	Displayed	11-Jul-22
9	Abstract Of Employee State Insurance	Employee State Insurance Act 1948	Displayed	11-Jul-22
10	Abstract Of Payment Of Bonus	Payment Of Bonus Act 1965 And 1975	Displayed	11-Jul-22
11	Holiday List	Holiday List	Displayed	11-Jul-22
12	Company Name Plate with addresss	Company Name Plate with addresss	Displayed	11-Jul-22
13	Company Registration Certificate	Company Registration Certificate	Displayed	11-Jul-22

Sakshi

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of members of Intec Capital Limited will be held on **05th September, 2022 at 11:15 A.M.**, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022 both Standalone and Consolidated, the reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT:

1. The Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and reports of Board of Directors, Auditors thereon laid before this meeting, be and are hereby considered and adopted.
2. The Audited Consolidated Financial statements of the Company for the Financial Year ended on 31st March, 2022 along with reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted".

Item No. 2: Appointment of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who 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 retires by rotation at this meeting and being eligible has , offers himself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation.

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."

Item No. 3: Re-appointment of Statutory Auditors to hold office for second block of five (5) years from conclusion of 28th Annual General Meeting until conclusion of 32nd Annual General Meeting and fixing their remuneration thereof.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of audit committee and on the recommendation of Board, the approval of the members be and is hereby accorded to re-appoint M/s. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as the Statutory Auditors of the Company for a second term of 5 years from the conclusion of 28th Annual General Meeting until conclusion of 32nd Annual General Meeting for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till

Financial Year 2026-2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

SPECIAL BUSINESS:

Item No. 4: Appointment of Mrs. Shalini Rahul (DIN: 09357650), 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 a Special Resolution:

“RESOLVED THAT Mrs. Shalini Rahul (DIN: 09357650), who was appointed as an Additional Director of the Company with effect from October 13, 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Mrs. Shalini Rahul, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Woman Director of the Company, for a term of five years, i.e., from October 13, 2021 to up to October 12, 2026 (both days inclusive), and who would not be liable to retire by rotation, be and is hereby approved.”

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.

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

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

**Vandana Das
Company Secretary**

**Place: New Delhi
Date:**

Explanatory statement pursuant to section 102 of the companiesact, 2013:

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 October 13, 2021, appointed Mrs. Shalini Rahul (DIN: 09357650) 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 (the “Act”), Mrs. Shalini Rahul (DIN: 09357650) 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 of the Act has been received from a member intending to propose the candidature of Mrs. Shalini Rahul (DIN: 09357650) for appointment as Director of the Company. Mrs. Shalini Rahul (DIN: 09357650) 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)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). Additional information in respect of Mrs. Shalini Rahul (DIN: 09357650), pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in Annexure-A to this Notice

She is neither disqualified nor restrained / debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other Authority.

Mrs. Shalini Rahul (DIN: 09357650), 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.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	
Particulars	Mrs. Shalini Rahul
Director Identification Number (DIN)	09357650
Date of Birth / Age	19/11/1972&49 years
Qualifications	Ph.D (FPM) from Management Development Institute (MDI), Gurgaon, India. FDP from Indian Institute of Management, Ahmedabad (IIM-A), MBA in Marketing and Finance, M.Sc and NET qualified.
Experience (including expertise in specific functional area) / Brief Resume	She is an Associate Professor in the area of Strategy, Innovation & Entrepreneurship at IMT

	<p>Ghaziabad. She is currently the Chairperson for Fellow Program in Management (equivalent to the Doctoral Program). She is also the NISP Coordinator (National Innovation and Start-Up Policy) for the institute and Faculty Mentor for the Entrepreneurship Cell (E-Cell).</p> <p>She is a very active and engaged trainer and facilitator. She is a very active and engaged trainer and facilitator. She has successfully delivered training programs to well-known corporate giants such as – Reckitt Benkiser, Coca Cola (India), GMR – Delhi Airport Authority of India, The Times of India (Bennett Coleman Ltd.), AMDOCS, Hero Moto Corp Ltd. , Indian Postal Academy , etc. She has attended several training programs on upcoming knowledge domains such as Design Thinking by KPMG, Strategic Thinking and Leadership by Wharton, Penn University, and Creative Strategy by Columbia Business School, USA.</p> <p>She is a strategic advisor to a Private Equity firm. She is also empaneled to be an Independent Director. She is an Independent Director at Cranex Limited. She is also an Associate Editor to Emerald Emerging Markets Case Studies Journal.</p> <p>She has been invited to deliver several programs at International Institutions such as- The Burgundy School of Business (France), The KEDGE Business School (Bordeaux, France), EESCA Business School (Shanghai, China) & IMT Dubai.</p> <p>She has presented her research at various prestigious conferences and forums such as Academy of Management (AoM), Eastern Academy of Management, Australia & New Zealand Academy of Management Conference, Smart Business Networks initiative, International Conference on Knowledge Management, Asia Pacific Knowledge Management Conference, and</p>
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	so on.
Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the appointment letter.
Date of first appointment on the Board	13/10/2021
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	2
Directorships of other Boards as on March 31, 2022	Cranex Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and MCA Circulars, 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 term of M/s. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as the Statutory Auditors of the Company is expiring at this Annual General Meeting. On the recommendation of audit committee, the approval of the members be and is hereby accorded to re-appoint S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as the Statutory Auditors of the Company for a second term of 5 years from the conclusion of 28th Annual General Meeting until conclusion of 32nd Annual General Meeting for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till Financial Year 2026-2027.
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 Tuesday 30th August to Monday 05th September 2022 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.

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 and SEBI Circular dated May 5, 2022, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website www.inteccapital.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of CDSL at 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 28th AGM through VC Facility by following the procedure as mentioned below in the notice, which shall be kept **open for the Members from 2:30 p.m. IST** i.e. 15 minutes before the time scheduled to start the 28th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 28th 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 Company has been maintaining, inter alia, the following statutory registers at its registered office at 708, Manjusha Building, 57 Nehru Place, New Delhi – 110019:
 - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers will be made accessible for inspection through electronic mode and Members seeking to inspect such documents can send an e-mail complianceofficer@inteccapital.com
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 Priyank Kukreja, 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 Thursday, 01st September 2022 and ends at 05.00 P.M. on Sunday, 04th September, 2022.** 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. **Friday, 26th August 2022(cut off date).**, 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 **Friday, 26th August 2022(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 www.inteccapital.com, website of stock exchange www.bseindia.com and on CDSL's website 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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Thursday, 01st September, 2022 and Time>** and ends on **Sunday, 04th September, 2022 and Time.** 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) of **Friday, 26th August, 2022** 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 Depository Participants (DP)	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.

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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 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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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 , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast __ days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance __ days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com. These queries will be replied to by the company suitably by email.
8. 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 may 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 22 55 33.

27. 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. Friday, 26th December, 2022, may obtain the login ID and password by sending a request at 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.
28. 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@intecapital.com

Registered Office:
Intec Capital Limited
(CIN:L74899DL1994PLC057410)

By order of Board of Directors
For Intec Capital Limited

**708, Manjusha Building 57,
Nehru Place,
New Delhi-11001**

**Vandana Das
Company Secretary**

**Place: New Delhi
Date:**

BOARD'S REPORT

To

The Members,

Your Directors have pleasure in presenting their report on business and operations of the Company together with 28th Annual Audited Accounts for the financial year ended 31st March, 2022.

1. BACKGROUND

Intec Capital Limited ("Company" or "ICL") was incorporated in India on February 15, 1994, was registered with Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) vide certificate No. B-14.00731 dated May 4, 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the company, the company received a revised certificate of registration ('CoR') in the name of Intec Capital Limited on November 4, 2009 under section 45-1A of Reserve Bank of India Act, 1934.

2. FINANCIAL HIGHLIGHTS

The performance of the Company for the Financial Year ended March 31, 2022 is summarized below:

(Amounts in Rs. Lacs)

Particulars	Standalone		Consolidated	
	FY2022	FY2021	FY2022	FY2021
Total Revenue	1094.67	804.07	979.82	696.49
Less: Total expenses	1383.37	(1021.16)	1400.46	(1004.53)
Profit/Loss before Taxation & Exceptional Items	(288.70)	1825.23	(420.64)	1701.02
Gain on Extinguishment of borrowings under One Time Settlement	662.72	864.53	662.72	864.53
Profit/loss before Taxation	374.02	2689.76	242.08	2565.55
Tax expenses:				
Deferred tax	14.92	755.85	14.92	755.85
Earlier year tax	-	30.32	-	30.32
Profit/Loss after Tax	359.10	1903.59	227.16	1779.38

Note: The above figures are extracted from the Consolidated and Standalone Financial Statements prepared in accordance with Indian Accounting Standards ("Ind AS") as notified under Sections 129 and 133 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

3. TRANSFER TO RESERVES

As per Section 45-IC of the Reserve Bank of India Act, 1934 ('RBI Act'), every NBFC is required to transfer a sum not less than twenty percent of its net profit for the year to the 'Statutory Reserve as per Section 45-IC of RBI Act'. As during the year the company has transferred Rs. 71.82 Lacs to the said reserve.

4. RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

Highlights of the Company's consolidated performance for the financial year ended 31st March, 2022 are as under:

Consolidated Revenue: Rs. 979.82 Lacs

Consolidated Net Profit: Rs. 227.16 Lacs

In accordance with the provisions of the Act, Regulation 33 of the SEBI Listing Regulations and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2021-22, together with the Auditors' Report form part of this Annual Report.

The Audited Financial Statements including the Consolidated Financial Statements of the Company as stated above and all other documents required to be attached thereto are available on the Company's website at [https://www.inteccapital.com/wp-content/uploads/2022/05/Outcome-Of-Board-Meeting-Held-On-28th May-2022.pdf](https://www.inteccapital.com/wp-content/uploads/2022/05/Outcome-Of-Board-Meeting-Held-On-28th-May-2022.pdf). The financial results of the Company and its Subsidiaries are elaborated in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the financial statements of subsidiary Company in the prescribed form AOC-1 has been annexed at **Annexure-1** to this report and forms integral part of the Annual Report.

5. DISCLOSURE OF ACCOUNTING TREATMENT

Implementation of Indian Accounting Standards (IND AS) converged with International Financial Reporting Standards (IFRS)

As mandated by Companies (Indian Accounting Standards) Rules, 2015, Non-Banking Financial Company (NBFCs) whose equity or debt securities are listed on any stock exchange in India or outside India and having net worth less than rupees five hundred crore are required to comply with the Indian Accounting Standards (IND AS) for Financial Statements for accounting periods beginning from April 1, 2019 onwards, with comparatives for the period ending March 31, 2019.

Accordingly, the annual financial statements are prepared as per Indian Accounting Standards.

6. PRESENTATION OF FINANCIAL STATEMENTS

The Audited Financial Statements of the Company for the financial year under review have been disclosed as per Division III of Schedule III to the Act.

7. SHARE CAPITAL

The Issued, Subscribed and paid-up Equity Share Capital of the Company as on 31st March 2022 is Rs. 18,36,62,500.00 (Rupees Eighteen crores Thirty Six Lacs Sixty Two thousand Five Hundred Only).

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

8. DIVIDEND

The company continues to evaluate and manage its dividend policy to build long term shareholder value. Due to paucity of funds, your Directors does not recommend dividend during this year.

9. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY/CHANGE IN THE NATURE OF THE BUSINESS

Covid-19 pandemic and subsequent nationwide lockdown imposed has adversely impacted the cash flow of Company during the Financial Year 2021-22. The Company is continuously endeavoring to deal with the situation and boost collections by means of incentivizing customers to make regular payments. However, the extent of impact is difficult to crystallize. Nevertheless, in current FY 21-22, Company has a profit of Rs. 359.10 lacs as compared to the Profit of last FY 20-21 of Rs 1903.59 Lacs. Profit in this FY 21-22 is mainly because of gain on extinguishment of borrowings under one time settlement with banks of Rs 662.72 lacs.

Save and except the effect of the above, there have been no material changes and commitment affecting financial position of the Company/change in the nature of the business.

10. ASSOCIATES COMPANIES, JOINT VENTURE AND SUBSIDIARY COMPANIES

As on March 31, 2022, the Company does not have any associate company, Joint venture. Further, the Company has one Wholly Owned Subsidiary i.e. Amulet Technologies Limited which was incorporated as private limited company on 30th April 2011. It was converted into a Public Limited Company on 27th March 2012.

The Primary objective of company is to offer consultancy, advisory & all related services in all areas of information technology including computer hardware & software, data communication, telecommunications, manufacturing & process control & automation, artificial intelligence, natural language processing.

11. CREDIT RATING

During the year under review, no credit ratings / revision in Credit Ratings were done by CARE Rating.

12. RISK MANAGEMENT

The Company has in place a Risk Management Policy in line with the business requirement. The Risk Management Committee was constituted originally on 8th January 2013 and was reconstituted from time to time according to need of the company. Thereafter the Asset Liability Committee was merged with Risk Management Committee and formed Asset Liability Cum Risk Management Committee (ALRMC) on 9th February 2020. This Committee has been entrusted with the responsibility of Formulation of policies, procedures and practices to identify, evaluate, address and monitor risk and to ensure business growth plans are supported by effective risk infrastructure. The Risk practices and conditions adopted are appropriate for the business environment and to assist the Board in discharge of its duties & responsibilities and in overseeing that all the risks that the organization faces such as strategic, financial credit , market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The detailed information on Risk Management Committee its constitution, its meeting held and attended during the year under review is separately mentioned in Corporate Governance Report Section.

The Company has introduced several improvements to existing internal policies/processes/framework/ audit methodologies to mitigate / minimize the enterprise risk.

13. INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Board of Directors confirms that the company has established systems, standards, processes and structure which supports to implement Internal Financial controls across the organization and which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Directors Responsibility Statement (DRS) also emphasis that company's IFC are adequate and operating effectively with respects to financial statements.

14. INTERNAL CONTROL SYSTEMS

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company.

The Company's internal control system is commensurate with its size and the nature of its operations.

15. HUMAN RESOURCES

The Company recognizes the importance of Human Resource and the continuous need for development of the same. The Company stresses on the need to continuously upgrade the competencies of its employees and equip them with the latest developments. In order to achieve this, the Company organizes various programs including in-house training and professional skills development programs across all levels of employees. The company also focused on Regional Level Induction & training covering corporate presentations & function specific knowledge and skills.

16. CORPORATE SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Act, your Company has a Corporate Social Responsibility ("CSR") Committee. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, which has been approved by the Board.

The company firmly believes that our society can truly progress, if every individual is included and empowered in the story of development. Thereby, company is not just focused around the offices of the Company, but also improves a healthy & prosperous environment and to improve the quality of life for the next generation.

In view of average net loss of Rs.3011.79 Lacs in preceding three financial years, the Company was not required to spend under CSR for the financial year 2021-22.

The CSR Policy is available on the Company's website at <http://www.inteccapital.com/wp-content/uploads/2021/07/CSR-Policy.pdf>.

In view of aggregate losses as per the calculation of net profits as per the provisions of the Act, your Company was not required to spend any amount towards CSR during the financial year under review. Accordingly, no CSR activity was undertaken by the Company during the FY 2021-22.

The Annual Report on Corporate Social Responsibility (CSR) and on CSR Activities pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed at **Annexure-2** to this report which forms integral part of Annual Report.

Further details on the CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report.

17. RBI COMPLIANCE

The Company is registered with the RBI as a Non- Systemically Important Non-Deposit taking - Non-Banking Financial Company. The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations.

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India (RBI) from time to time. The Company has appointed Internal Ombudsman and Principal Nodal Officer as per the relevant notifications of RBI to carry out duties and discharge functions.

With respect to provisioning of Non-Performing Assets, the Company follows stricter norms than those prescribed by RBI.

The snapshot of the Capital Adequacy Ratio (CAR) of the company in comparison with the previous year on standalone basis and on consolidated basis is as follows:

CAPITAL ADEQUECY RATIO:

Particulars	Standalone		Consolidated	
	As at 31 March, 2022	As at 31 March, 2021	As at 31 March, 2022	As at 31 March, 2021
Tier I Capital	488.25	330.16	1671.84	1686.84
Tier II Capital	0.09	1.18	0.09	1.18
Total Capital Funds	488.34	331.34	1671.93	1688.02
Risk Weighted Assets	10435.96	11772.38	9629.05	10935.28
CET1 capital ratio	4.68%	2.80%	17.36%	15.43%
CET2 capital ratio	0.00%	0.01%	0.00%	0.01%
Total capital ratio	4.68%	2.81%	17.36%	15.44%

18. NON ACCEPTANCE OF PUBLIC DEPOSITS

The Company has not accepted any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 or Chapter V of the Act and guidelines and directions of Non-Banking Financial Companies (Acceptance of Public Deposits)(Reserve Bank) Directions, 2016, as prescribed by Reserve Bank of India in this regard and as such no details are required to be furnished.

19. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the Notes to the financial statements provided in this Annual Report pursuant to Section 134(3)(g) of the Companies Act, 2013.

20. BOARD OF DIRECTORS

20.1 Appointment of Directors

During the year under review, following appointment(s) has been done on Board:

- Subject to approval of shareholders, Ms. Shilpy Chopra (DIN: 07161915) was inducted as Non-Executive Independent Director by Board of Directors for a consecutive period of five (5) years for a term starting from 12th May 2021 and ending on 11th May 2026. Further, the appointment was approved by the shareholders at the Annual general meeting held on 15th September, 2021.
- The appointment of Mr. Ramesh Tyagi (DIN: 09009275), as Non-Executive Independent Director of the Company who was appointed by Board of Directors for a consecutive period of five (5) years starting from 26th December, 2020 to 25th December, 2025 was approved by the shareholders at the Annual general meeting held on 15th September, 2021.
- Subject to shareholders' approval, Mrs. Shalini Rahul (DIN :09357650) was inducted as Non-Executive Independent Director by Board of Directors for a term of five years, i.e., from October 13, 2021 to up to October 12, 2026. Further, the appointment is placed for approval of the shareholders at the ensuing Annual General Meeting..

a. Re-appointment of director liable to retire by rotation

At the 28th Annual General Meeting of the Company the Directors recommends the re- appointment Mr. Sanjeev Goel (DIN: 0028702) Managing Director on the Board of Directors of the Company who is liable to retire by rotation and being eligible, offer himself for re-appointment, and his re-appointment shall not tantamount to break in the tenure of appointment as Managing Director and all other terms and conditions of the re-appointment shall also remain unchanged pursuant to the provisions of Companies Act, 2013.

b. Resignation

During the year under review Mrs. Alka Garg (DIN00829898), Non-Executive Independent Woman Director has resigned from the Board with effect from 13 July 2021 on account of pre- occupation in other assignments. The Board hereby express its gratitude for the invaluable contribution made by Mrs. Alka Garg, Non- Executive Independent director during her period of association with the Company.

Due to unfortunate demise of Mr. Ramesh Chander Tyagi, (DIN 09009275), Non-Executive Independent Director, he has ceased to be Director on Board with effect from 05 July 2022.His sudden and unexpected passing away

will be an irreparable loss to the Company.

c. Independent Directors and their declaration

During the year under review, all the independent directors had submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 read with applicable provisions of SEBI LODR, 2015 or as per applicable regulation of SEBI LODR, 2015.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Act and SEBI Listing Regulations and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and are independent of the management.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold highest standards of integrity. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors of the Company have registered themselves with the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs, Manesar ("IICA"). Further, the Independent Directors are required to undertake an online proficiency self-assessment test conducted by the IICA within a period of two year from the date of inclusion of their names in the data bank. The said online proficiency self-assessment test would be undertaken by the Independent Directors of the Company within the stipulated time period.

d. Directors' Profile

Detailed profile of the Directors of the Company pursuant to Schedule V to the Companies Act, 2013, Regulation 36(3) of Listing Regulations and relevant provisions of Secretarial Standard on General Meetings is given as follows:

1. Mr. Sanjeev Goel is the Founder & Managing Director of Intec Capital Ltd. With over 29 years of experience, he's the main driving force behind the success of Intec Capital Ltd. Sanjeev stepped into the corporate world more than 29 years ago as a Financial Controller of Jay Bharat Maruti Ltd. His aspiration to become an entrepreneur led to the genesis of Intec Securities (now Intec Capital Limited) in 1994 with a vision to place the Company as the most preferred financial service provider for every Indian entrepreneur. His rich experience of the financial market and in SME segment, coupled with his ability to gain the confidence of stakeholders and customers and positioned the Company as one of the leading Non- Banking Financial Institutions in India. Mr. Goel is a Chartered Accountant and holds a Master's Degree in International Finance from the University Of LOWA (USA).

2. Mr. S. K. Goel has more than 45 years of experience in the technical field and his technical expertise has come in very handy for the company as most of the enterprises funded by Intec are technology based enterprises. In the past, he has served in industries such as Power (Nuclear, Coal, Gas& Hydro), Petrochemical, and Marine, Defense & Structural (Bridges and Buildings). He has held esteemed positions at Hindustan Engineering Inspection Services and ISGEC. Presently he is associated with Atlas Engineering & Inspection Services Private Limited as Director. Mr. Goel holds a Bachelor's degree in Science. He is a certified Level III professional and is also a member of American Society for Nondestructive Testing and American Welding Society.

3. Mr. Rakesh Kumar Joshi has over 36 years of experience in the field of Accounts, Finance & General Administration. In the past, he has held various senior positions in Media, Engineering, Software,

Telecommunication, Real Estate, Hospitality & Infrastructure Industries. He also served as Alternate Director in addition to Vice President (Finance) during his association with Carl Schenck AG (German MNC). He has also served as Group Finance Controller for a large conglomerate group at the international level in Africa. Presently, he is Chief Financial Officer of an infrastructure company, which is a subsidiary of Ahluwalia Contracts (India) Limited. Mr. Joshi is a Chartered Accountant. He also holds Diploma in Corporate Law from Indian Law Institute (Ford Foundation) & Master's in Business Administration from FMS- University of Delhi.

4. Mr. Ramesh Tyagi was a retired officer of Ministry of Defence. He had retired from his post in the year 2010. He was born in Delhi and he is Post Graduate in ARTS stream from Delhi University. Post retirement he contributes his experiences towards various organisations by assisting and consulting them for a greener environment as social cause. His unfortunate demise is an irreparable loss to his family and organization as a whole. The Board of Directors express their deep condolence to the family and place appreciation on record for the guidance and contribution during his tenure as Independent Director on Board.

5. Ms. Shilpy Chopra is a Qualified Company Secretary. She holds Masters Degree in Commerce and Business Administration (Finance). She is also a Law Graduate. She has experience more than 13 years in field of Advisory. She is an Independent Women Director in three Listed Companies.

6. Mrs. Shalini Rahul is a Non-Executive Independent Woman Director on the Board of Directors of Intec Capital limited. She is an Associate Professor in the area of Strategy, Innovation & Entrepreneurship at IMT Ghaziabad. She is currently the Chairperson for Fellow Program in Management (equivalent to the Doctoral Program). She is also the NISP Coordinator (National Innovation and Start-Up Policy) for the institute and Faculty Mentor for the Entrepreneurship Cell (E-Cell). She teaches courses such as – Strategic Management, Strategy Implementation, Strategy Simulations (Capsim, Market place, and EnParadigm), Entrepreneurship and Business Development in India, Strategies in Emerging Markets, and Design Thinking. She has done her Ph.D. in Strategic Management from MDI, Gurgaon, India. Having served in various capacities, she has gathered a rich experience of 23 years. She has a keen interest in academic administration, research, teaching, training, and consultancy. She has written several research articles, case studies, book chapters, short articles, and books for various international and national publications. She is an Independent Women Director in two Listed Companies.

21. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI LODR, 2015 and other applicable regulations, circulars etc., the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, *inter- alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

Pursuant to the provisions of the Companies Act, 2013 and in terms of requirement of other applicable provisions of SEBI LODR, 2015, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Committees. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management on Monday, February 14th 2022 and discussed, *inter-alia*, the performance of non-independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non- Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of Director's performance during Financial Year 2021-22.

22. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY

The Nomination and Remuneration Committee as on March 31, 2022 comprises of the following Directors viz. Mr. S. K. Goel (Non-Executive Independent Director), Mr. Rakesh Joshi (Non- Executive Independent Director) and Ms. Shalini Rahul (Non-Executive Independent Director). Further, the committee was re-constituted and the Committee has following members as on the date of this report:

Sr.	Name of Director	Designation	Position
1	Mr. S.K. Goel	Non-Executive Independent Director	Chairman
2	Mr. Rakesh Kumar	Non-Executive Independent Director	Member
3	Ms. Shalini Rahul	Non-Executive Independent Women Director	Member

Furthermore, all recommendations of Nomination and Remuneration Committee were accepted by the Board of Directors. The detailed Nomination and Remuneration Committee and its terms of reference and meetings held and attended by the members during the year are mentioned in Corporate Governance Report Section.

The Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013.

During the year under review, the company has complied the requirements of Section 178 of the Companies Act, 2013 read with applicable regulation 19 of SEBI LODR, 2015.

The Policy is annexed at **Annexure-3** to this report which forms integral part of this report. The contents of the policy are uploaded in the company's website viz. www.inteccapital.com.

23. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

During the year under review, the information related to Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31st March, 2022 is annexed at **Annexure-4 & Annexure-4A** which forms part of this report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as given below:-

Code	Employee Name	Designation	Functional Designation	Department	Monthly CTC	Yearly CTC
11545	Hariom	Vice President	Chief Recovery Officer	NA	525000	6300000
11548	Gaurav Gaba	Associate Vice President	Head- Legal	Legal	245832	2949986
11557	Arvind Kumar Jha	Associate Vice	Head - NCLT	Legal	229166	2749992

		President				
11504	Pranav Goel	Chief Manager	Chief Manager - IT Infra and Software	IT Infra and Software	125000	1500000
10006	Anju Srivastava	Chief Manager	Chief Manager - Finance & Accounts	MD's Office	117222	1406664
10820	Dinesh Negi	Chief Manager	Chief Manager - Legal Collections	Legal	112907	1354884
11426	Radhika	Senior Manager	CFO	Finance & Accounts	100886	1210632
11519	Dhruv Goel	Chief Manager	Chief Manager- Finance & Legal	Legal	97500	1170000
11577	Shikha	Manager	Manager-Legal	Legal	85000	1020000
11508	Chandan	Manager	Manager - NCLT	Legal	83335	1000020

None of directors is holding any shares in the company except Mr. Sanjeev Goel, Managing Director holding 12,44,464 fully paid equity shares as individual promoter category.

During the year ended March 31, 2022, Mr. Sanjeev Goel, Managing Director was paid the remuneration amounting Rs. 129.99 Lacs excluding sitting fees of Rs. 50,000, the break-up of which is mentioned in corporate governance report which forms part of this report is in compliance with the applicable provisions of the Companies Act, 2013 read with rules made there under in compliance with Schedule-V of the Companies Act, 2013.

24. SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

25. KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, Mr. Sanjeev Goel, Managing Director, Ms. Vandana Das, Company Secretary ("CS"), Ms. Radhika Rautela*, Chief Financial Officer ("CFO") were the Key Managerial Personnel ("KMP") of the Company as on March 31, 2022.

**Ms. Radhika Rautela, Chief Financial Officer of the Company has resigned w.e.f 27th May 2022.*

26. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards and guidance provided by The Institute of Chartered Accountants of India have been followed and that there are no material departures thereof;
- b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and cash flows of the Company for the year;
- c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they had prepared the annual accounts on a going concern basis;
- e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

These Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

27. CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). The Company has also implemented several best governance practices. The report on Corporate Governance for the financial year ended on March 31, 2022 along with Certificate issued by the M/s Arpit Garg and Associates, Company Secretaries confirming the compliance to applicable requirements related to corporate governance as stipulated under Schedule V of the Listing Regulations forms part of this Annual Report as **Annexure-5 & Annexure-5A**.

28. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board of Directors, along with its Committees, provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company.

The size of the Board is commensurate with the size and business of the Company. As on March 31, 2022, the Board comprised Six Directors viz. Mr. Sanjeev Goel, Mr. S.K. Goel, Mr. Rakesh Kumar Joshi, Mr. Ramesh Tyagi, Ms. Shilpy Chopra, & Mrs. Shalini Rahul.

Further Mr. Ramesh Chander Tyagi (an Non- Executive Independent director of the Company) has ceased to be Director on Board due to his sad demise on 5th July, 2022.

Mr. S.K. Goel, Mr. Rakesh Kumar Joshi, Ms. Shilpy Chopra & Mrs. Shalini Rahul are the Independent Directors ("ID") while Mr. Sanjeev Goel is the Managing director of the company.

During FY 2021-22, Five Meetings of the Board of Directors were held on the following dates:
Thursday, 10th June 2021, Monday, 21st June 2021, Wednesday, 11th August 2021, Thursday, 11th November 2021 and Monday 14th February 2022.

The details of Board and committee meetings held during the financial year ended on 31st March, 2022 and attendance thereto are set out in the Corporate Governance Report enclosed as **Annexure-5** which forms part of this report.

29. COMMITTEES OF THE BOARD

The Board has constituted Committees with specific terms of reference to focus effectively on specific issues and ensure expedient resolution of diverse matters. These include the Audit Committee; Asset Liability Cum Risk Management Committee; Stakeholders/ Investors' Grievances Cum Share Transfer Cum Stakeholder Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee.

The Company Secretary is the Secretary of all the aforementioned Committees.

The Board of Directors and the Committees also take decisions by Resolutions passed through Circulation which are noted by the Board / respective Committees of the Board at their next meetings. The Minutes of meetings of all Committees of the Board are circulated to the Board of Directors for noting.

Other details of the Committees of the Board are disclosed in the Corporate Governance Report enclosed as Annexure-5.

30. DISCLOSURES ON SECRETARIAL STANDARDS

The Company is in compliance with SS – 1 i.e. Secretarial Standard on Meetings of the Board of Directors and SS – 2 i.e. Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India (ICSI).

31. VIGIL MECHANISM

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy / vigil mechanism in terms of requirement of Section 177 (9) and other applicable provisions of the Companies Act, 2013 read with Regulation 4(2) (d) (iv) of SEBI LODR, 2015 wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as maybe notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

The Whistle Blower / Vigil Mechanism Policy is also available on our Company website to report any genuine concerns about unethical behavior, any actual or suspected fraud or violation of Company's Code of Conduct in terms of regulation 46(2)(e) of SEBI LODR, 2015.

32. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A 'Prevention of Sexual Harassment' Policy, which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act"), is in place.

During FY 2021-22, the complaints received and the details relating thereto were as follows for the period under review:

Particulars	Nos.
No. of Complaints Pending at the Beginning of the Year	NIL
No. of Complaints Received and Resolved during the year	NIL
No. of Complaints Pending at the End of the Year	NIL

33. AUDITORS AND AUDITOR'S REPORT

➤ INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013, during the financial year under review, the Company has appointed M/s. SSAR & Associates), to conduct Internal Audit for the financial year 2021-22.

➤ STATUTORY AUDITORS

The Statutory Auditors, M/s. S. P. Chopra & Co., Chartered Accountants, New Delhi retire at the conclusion of the this Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a consent from the Statutory Auditors for their re-appointment for the second block of five (5) years from conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting scheduled to be held in Calendar Year 2027 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2022-2023 till Financial Year 2026-2027. The Audit Committee and the Board of Directors have placed the matter of re-appointment of M/s. S. P. Chopra & Co., Chartered Accountants, New Delhi for approval of shareholders at the ensuing Annual General Meeting.

EXPLANATION ON STATUTORY AUDITORS' REPORT

Qualification reported by Statutory Auditors

- For Standalone Financial Statements** :The Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is un- able to service term loans and working capital facilities including interest thereon to certain banks and has approached these Banks for its restructuring/ settlement which inter-alia includes waiver/ reduction of interest being consider by the respective banks . As the company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages interest of Rs. 2320.80 lacs i.e, Rs. 281.00 Lacs and Rs. 1093.12 lacs for the current quarter and year ended 31st march 2022 respectively and Rs. 1227.68 lacs for the period upto 31st March 2021, though accrued on these loans , has not been provided in these financial results.

2. **For Consolidated Financial Results:** The Parent Company has availed term loans and working capital facilities from various banks, however, slow down of its lending business and increased level of non-performing / impaired loan portfolio, has impacted its cash flow / liquidity, and the Company is unable to service term loans and working capital facilities including interest thereon to certain banks and has approached these Banks for its restructuring/ settlement which inter-alia includes waiver/ reduction of interest being considered by the respective banks. As the company is reasonably hopeful of waiver / reduction of the interest under these restructuring / settlement packages interest of Rs. 2320.80 lacs i.e, Rs. 281.00 Lacs and Rs. 1093.12 lacs for the current quarter and year ended 31st March 2022 respectively and Rs. 1227.68 lacs for the period upto 31st March 2021, though accrued on these loans, has not been provided in these financial results

Board's reply:

The Company is in talks/discussion with banks for restructuring / One Time Settlement (OTS). Even during the financial year, OTS's proposal for settlement of its loans have been accepted / approved by two banks (Previous Year: two Banks). Hence the Company has decided not to provide Interest amounting Rs 2320.80 Lacs in its books of accounts as settlement with other banks is also in the advance stage.

➤ **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Puneet Pandey & Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2021-22. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as **Annexure - 6.**

The qualifications/ adverse remarks/ observations/ suggestions/ disclosure and other matters of emphasis made by M/s. Puneet Pandey & Associates, in their Secretarial Compliance Report dated 22nd June 2022, on the secretarial and other related records of the company, for the FY 2021-22 are mentioned below :-

1. There has been a violation of Regulation 17(1) under SEBI (LODR) during the Financial Year under review. The violation initially occurred for the quarter ended on June, 2021, September, 2021' & December, 2021'. Representations were made by the Company before the 'Waiver Committee' of the 'Bombay Stock Exchange', wherein the penalty for the first two quarters was waived-off and the penalty for the third quarter amounting to Rs. 5,07,400/- was imposed and the same was duly paid by the Company.

Board Reply:-

The Company has duly paid the Penalty amounting to Rs. 5,07,400/- on 16th March 2022.

2. Further, there also occurred a violation under Regulation 17(1A) under the SEBI (LODR) for which the Company has again made its representations before the 'Waiver Committee'. The matter is still pending adjudication.

Board Reply:-

On 08th January 2021, the company duly applied for waiver of the aforementioned penalty to the Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating

Procedure (SOP) ("Waiver Committee"). However, the matter is still pending with Bombay Stock Exchange (BSE).

3. During the Financial Year under review, the Company has made a delay of 8 days in filing the Form AOC-4 CFS NBFC (IND-AS) for the Financial Year ended on 31.03.2021.

Board Reply:-

Due to the technical error in the Form AOC-4 CFS NBFC (IND-AS) for the Financial Year ended on 31.03.2021 which was later resolved by the MCA, therefore there was a delay in filing the form.

4. The Company has made substantial delays in carrying out the requisite monthly, quarterly & annual filings on the 'xbrl.rbi.org.in.orfxbrl' portal. As per the information and explanations given by the Company's management, the said delays have specifically occurred on account of the then prevailing Covid-19 circumstances due to which, most of the times during the period under review, either a major portion of the office staff was on leave/ working remotely through their respective residence or the office premises of the company was mandatorily shut due to the lock-downs & other restrictions being imposed by the State Government & other authorities.

Board Reply:-

The delays have specifically occurred on account of the then prevailing Covid-19 circumstances due to which, most of the times during the period under review, either a major portion of the office staff was on leave/ working remotely through their respective residence or the office premises of the company was mandatorily shut due to the lock-downs & other restrictions being imposed by the State Government & other authorities.

5. The Annual Report on the Corporate Social Responsibility (CSR) forming part of the Board report of the Company for the financial year ended 31st March 2021 is not as per the amended format prescribed under the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January 2021.

Board Reply:-

The Report on Corporate Social Responsibility (CSR) forming part of the Board report has prepared as per the old format prior to (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January 2021. The company will take due care that the Report for the current Financial Year will be prepared as per the amended Rule.

6. As per Clause 6.4. of revised Secretarial Standard on Board Meetings (SS-1), Resolutions passed by circulation shall be noted at subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting. The text of the resolution passed through circulation was not forming part of the proceedings of the respective meetings of Board.

Board Reply:-

The Resolution passed through Circular is taken on record on subsequent meeting without description regarding dissent or abstention, if any. The Company will take into the consideration the point as suggested by the Secretarial Auditor in the further Board Meeting as required.

7. As per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016, the company shall pass in the meeting of its Board of Directors within thirty days of the issue of these directions and thereafter within thirty days of the commencement of the next financial year

and each subsequent financial year, a resolution to the effect that the company has neither accepted public deposit nor would accept any public deposit during the year. The resolution to the effect has been passed at meeting of Board dated 10th June 2021, i.e., after a delay of approx. 41 days.

Board Reply:-

The Company was in the practice to pass the Board Resolution for non-Accepting Deposits in the First Board meeting of the financial Year. Although there was also a lockdown imposed in Delhi last year from 19th April so delay of approx. 41 days was because of that reason. Further now onwards the company will pass the said resolution during the year as per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016i.e within thirty days of the commencement of the next financial year.

8. It is further stated that the Company is in receipt of a Complaint from one of the investors of the Company during the Financial Year under review wherein, certain violations in respect of the Companies Act, 2013 and the SEBI Laws have been alleged against the Company. The Complaint has been filed before various fora including the Office of the Registrar of Companies, NCT of Delhi & Haryana, Bombay Stock Exchange, Securities & Exchange Board of India, Reserve Bank of India, etc. On the basis of a detailed perusal of the Complaint and while looking into the contentions filed by the Company before the applicable statutory authorities, it appears that there is a pre-existing dispute between the said Complainant and the Company before the said Complaint was even lodged. The matter is already pending adjudication before various Government Authorities as aforesaid, therefore, no comments in this regard are being made in the instant Report so that the adjudication is not influenced in any manner whatsoever.

Board Reply:-

The complaint received by the Company from various authorities i.e, SEBI, BSE and ROC etc. from one of the investor regarding certain violations in respect of the Companies Act, 2013 and the SEBI Laws. The Company has duly submitted its responses to the above mentioned authorities.

34. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

During the F.Y. 2021-22, the profit has increased by Rs662.72 lacs due gain on extinguishment of borrowings under one time settlement with banks of Rs662.72 lacs.

RELATED PARTY TRANSACTIONS

During the year, all the related party transactions were in accordance with Section 188 of the Act, Regulation 23 of Listing Regulations and IND AS-24 and are disclosed in the Financial Statements for the year ended March 31, 2022. The transactions were in the ordinary course of business and on arm's length basis and there were no transactions requiring approval of the Shareholders. However, prior approval of the Audit Committee was sought for entering into the Related Party Transactions as required under the Act, read with rules made thereunder and Regulation 23 (2) of Listing Regulations.

During the year, the Company has not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of Company on materiality of related party transactions (transactions where the value exceeds Rs. 1000 crore or 10% of the annual consolidated turnover, whichever is lower),

Further, the company has entered into transactions with related parties during financial year ended 31st March 2022. The details of the transactions entered with the related parties with the Company is disclosed in form **AOC-2** is annexed as **Annexure -7**.

Further, the company has entered Related Party Disclosure as per Schedule V of SEBI Listing Regulations are given below stating 'Loans and advances in the nature of loans to firms/companies in which directors are interested.

COMPANY	LOAN TAKEN COMPANY	AMOUNT
INTEC CAPITAL LIMITED	PANTEC CONSULTANT PRIVATE LIMITED	22,50,0000

The Company has adopted a policy on materiality of related party transactions in dealing with Related Party Transactions and the same is disclosed on the website of the Company and can be accessed at <https://www.inteccapital.com/wp-content/uploads/2022/05/Related-Party-Transaction.pdf>.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

a) Conservation of energy

- Steps taken / impact on conservation of energy:*
The operations of the Company, being Financial Services related, require normal consumption of electricity. The Company is taking every necessary step to reduce its consumption of energy.
- Steps taken by the Company for utilizing alternate sources of energy:*
The company during the financial year 2021-22 did not take any additional step for *utilizing alternate sources of energy*.
- Capital investment on energy conservation equipment:*
In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipment.

b) Technology absorption:

- The efforts made towards technology absorption;*

Your Company being a Non-Banking Finance Company, its activities do not require adoption of any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience and continues to adopt and use the latest technologies to improve the productivity and quality of its services. The Company's operations do not require significant import of technology.
- The benefits derived like product improvement, cost reduction, product development or import substitution;- N/A
- In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): - N/A

(a) The details of technology imported:- N/A

(b) The year of import:- N/A

(c) Whether the technology been fully absorbed:- N/A

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:- N/A

(e) The expenditure incurred on Research and Development:- N/A

c) Foreign Exchange Earnings and Outgo:

Foreign Exchange earned in terms of actual inflows during the year under review was Nil and the Foreign Exchange Outgo during the year under review in terms of actual outflow was also Nil.

35. MANAGING DIRECTOR CERTIFICATE

After the close of financial year, Ms. Radhika Rautela, Chief Financial Officer of the company has resigned w.e.f 27th May 2022. Further, in terms of Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer* ("CFO") of the Company give annual certification on financial reporting and internal controls to the Board. The annual certificate given by the Managing Director is published in this Report as **Annexure No. 8**.

36. EXTRACT OF ANNUAL RETURN

The copy of the annual return of the Company for the financial year ended on 31st March, 2022 will be placed on the website of the company and will be available on the website of the Company, viz. www.inteccapital.com.

37. UNCLAIMED DIVIDEND TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund ('IEPF') pursuant to the provisions of the Companies Act, 2013 read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Accordingly, unclaimed dividends of Shareholders for the Financial Year 2014-15 lying in the unclaimed dividend account of the Company as on October 24, 2022 will be transferred to IEPF on the due date i.e. November 27, 2022. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the unpaid dividend account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government. Accordingly, the Company has transferred unclaimed dividend and eligible Shares to IEPF Demat Account within statutory timelines. For the Financial Year 2013-14 amount of unclaimed dividend transferred to IEPF is Rs.103614.

The details of unclaimed dividends to IEPF during Financial Year 2021-22 are as follows:

Details of date of declaration & due date for transfer to IEPF			
Financial Year	Dividend Per Share	Date of Declaration	Due date for Transfer to IEPF
2014-2015	Rs. 0.50 (i.e. 0.05%) per Equity Share having face value of Rs. 10/- each	24-09-2015	27-11-2022
2015-2016	Rs. 0.25 (i.e. 2.05%) per Equity Share having face value of Rs. 10/- each	24-09-2016	28-11-2023
2016-2017	No Dividend Declared	No Dividend Declared	No Dividend Declared
2017-2018	No Dividend Declared	No Dividend Declared	No Dividend Declared
2018-2019	No Dividend Declared	No Dividend Declared	No Dividend Declared
2019-2020	No Dividend Declared	No Dividend Declared	No Dividend Declared
2020-2021	No Dividend Declared	No Dividend Declared	No Dividend Declared

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company.

Shareholders are requested to get in touch with the RTA for encashing the unclaimed dividend/ interest/principal amount, if any, standing to the credit of their account.

38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, pursuant to Regulation 34 of SEBI Listing Regulations is annexed herewith as **Annexure -10** forming part of the Annual Report.

39. FAMILIARIZATION POLICY AND PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has in place a familiarization Programme for its Independent Directors which shall be given to new Independent Directors upon joining and to existing Independent Directors on "need basis". The objective of the familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Besides, the Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Additionally, regular updates on relevant statutory and regulatory changes are regularly circulated to all the Directors including Independent Directors. The programme for FY21-22 was conducted on 14th February 2022.

The familiarization Programme for its Independent Directors is annexed at **Annexure-11** to this report which forms integral part of this report. The Familiarization policy is also uploaded on the company website and can be accessed via web link: <https://www.inteccapital.com/wp-content/uploads/2022/05/Familiarization-Policy-Programme-for-Independent-Directors-of-Intec-Capital-Limited-in-terms-of-requirement-of-SEBI-LODR-2015-read-with-other-applicable-laws-as-amended-from-140222.pdf>.

40. COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In compliance with the Listing Regulations and Act, the Company has framed and adopted a code of conduct and ethics ("the code"). The code is applicable to the members of the Board, the executive officers and all the employees of the Company.

All the members of the Board and Senior Management Personnel have affirmed compliance to the code for the financial year ended on March 31, 2022 and a declaration to this effect signed by the Managing Director forms part of the Corporate Governance Report as **Annexure -12**

41. ANNUAL SECRETARIAL COMPLIANCE REPORT (ASCR)

M/s. Arpit Garg & Associates, Company Secretaries was engaged for providing the Annual Secretarial Compliance Report (ASCR) in terms of regulations 24A of SEBI Listing Regulations, 2015 which is annexed herewith as a **Annexure- 13**.

42. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

43. PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No application was filed against the Company under the Insolvency and Bankruptcy Code, 2016 during the year.

44. ONE TIME SETTLEMENT FROM BANKS

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof." as per the Companies (Accounts) Rules dated 24th March, 2021 of Companies Act:

Name of the Bank	amount of the valuation done at the time of one time settlement (ii)	valuation done while taking loan from the Banks (iii)	Difference (ii-iii)	Reason for difference

Dhanlaxmi Bank - Term Loan	1,70,00,000	4,88,61,807	3,18,61,807	Non recovery from customer with in stipulated time.
Bank of Maharashtra - Working Capital/Cash Credit Loan	4,00,00,000	7,44,09,832	3,44,09,832	Non recovery from customer with in stipulated time.

45. MAINTENANCE OF COST RECORDS:

Maintenance of cost records under Section 148 of the Companies Act, 2013 has not been specified by Central Government, hence, not commented upon.

46. ACKNOWLEDGEMENTS

The Directors would like to place on record their gratitude for the valuable guidance and support received from RBI, SEBI, Registrar of Companies and other Government and Regulatory agencies and to convey their appreciation to, customers, bankers, lenders, vendors and all other business associates for the continuous support given by them to the Company. The Directors also place on record their appreciation for the commitment, commendable efforts, team work and professionalism of all the employees of the Company. The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

Date:

Place: New Delhi

For and on Behalf of the board

Sanjeev Goel

S.K. Goel

Managing Director

Non-Executive –Independent Director

(DIN:00028702)

(DIN: 00963735)

For Intec Capital Limited

CIN: L74899DL1994PLC057410

Registered Office: 708, Nehru Place,

57 Manjusha Building

New Delhi-110019



Puneet Pandey & Associates
Company Secretaries

C-4/216/217, 3rd Floor, Sector-6, Rohini, New Delhi-110085

Email id-cspuneet0188@gmail.com, mailmepkp@gmail.com

Mobile No-9999492771, 9318382574

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended on 31st March, 2022

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

To,
The Members,
Intec Capital Limited
CIN: L74899DL1994PLC057410
708, Manjusha Building 57,
Nehru Place, New Delhi-110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 'Intec Capital Limited' (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Further, keeping in view the extant situation of Covid-19 pandemic and the issues being caused by the same, I have conducted my Audit in the most reasonable manner as possible. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit Period covering the Financial Year ended on 31st March, 2022, deviated from completely complying with the statutory provisions listed hereunder. However, on the basis of the perusal of the documents & papers *inter-alia* the paraphernalia shown to me, it appears that the Company has a proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

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

The Company has not had any Shares acquired nor has acquired any shares during the period under review and therefore, the above regulations are not applicable to the Company during the Audit period.

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and (Prohibition of Insider Trading) Amendment Regulation 2018 notified on dated 21.01.2019;

The Shares of the Company are being duly traded on the Bombay Stock Exchange during the year under review. Further, there has been no event pertaining to insider trading during the Audit Period.

- (c) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999;

The Company has not issued any Shares under any Scheme to any of its Employees during the period under review and therefore, the above regulations are not applicable to the Company during the Audit period

- (d) The Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2009;

The Company has not issued any fresh capital during the year under review & therefore, the above regulations are not applicable to the Company during the Audit period.

- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;

The Company has not delisted/ proposed to delist its Equity Shares from any Stock Exchange during the Financial Year under review and therefore, the above regulations are not applicable to the Company during the Audit period.

- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

The Company has neither bought back nor proposed to buyback any of its Securities during the Financial Year under review and therefore, the said Regulations are not applicable to the Company during the Audit period.

- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

The Company has not issued any Debt Securities during the year under review and therefore, the above regulations are not applicable to the Company during the Audit period

- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

The Company is not registered as 'Registrar to Issue and Share Transfer Agent' during the financial year under review the therefore, the above Regulations are not applicable during the Audit period.

- (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

The Company has not issued any Shares under any Scheme to any of its Employees during the period under review and therefore, the above regulations are not applicable to the Company during the Audit period

- (vi) Other Applicable Acts:

- (a) The Minimum Wages Act, 1948 and rules made there under,
- (b) Employees' State Insurance Act, 1948, and rules made there under,
- (c) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under,
- (d) Payment of Gratuity Act, 1972, and rules made there under,
- (e) The Maternity Benefit Act, 1961 and rules made there under,
- (f) The Employees' Compensation Act, 1923 and rules made there under,
- (g) Equal Remuneration Act, 1976 and rules made there under,

- (h) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 and rules made there under,
- (i) The Reserve Bank of India Act, 1934 along with the master circular, notifications and directions issued by Reserve Bank of India ('RBI') for the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies from time to time.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards of the Institute of Company of Secretary of India.
- (ii) The Listing Agreements entered into by the Company with the 'Bombay Stock Exchange'((Listing Obligations and Disclosure Requirements), 2015 for Equity Shares (ISIN-INE017E01018)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- There has been a violation of Regulation 17(1) under SEBI (LODR) during the Financial Year under review. The violation initially occurred for the quarter ended on June, 2020, September, 2020 & December, 2020'. Representations were made by the Company before the 'Waiver Committee' of the 'Bombay Stock Exchange', wherein the penalty for the first two quarters was waived-off and the penalty for the third quarter amounting to Rs. 5,07,400/- was imposed and the same was duly paid by the Company.
- Further, there also occurred a violation under Regulation 17(1A) under the SEBI (LODR) for which the Company has again made its representations before the 'Waiver Committee'. The matter is still pending adjudication.
- During the Financial Year under review, the Company has made a delay of 8 days in filing the Form AOC-4 CFS NBFC(IND-AS) for the Financial Year ended on 31.03.2021.
- The Company has made substantial delays in carrying out the requisite monthly, quarterly & annual filings on the 'xbrl.rbi.org.in.orfxbrl' portal. As per the information and explanations given by the Company's management, the said delays have specifically occurred on account of the then prevailing Covid-19 circumstances due to which, most of the times during the period under review, either a major portion of the office staff was on leave/ working remotely through their respective residence or the office premises of the company was mandatorily shut due to the lock-downs & other restrictions being imposed by the State Government & other authorities.
- The Annual Report on the Corporate Social Responsibility (CSR) forming part of the Board report of the Company for the financial year ended 31st March 2021 is not as per the amended format prescribed under the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22nd January 2021.

- As per Clause 6.4. of revised Secretarial Standard on Board Meetings (SS-1), Resolutions passed by circulation shall be noted at subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting. The text of the resolution passed through circulation was not forming part of the proceedings of the respective meetings of Board.
- As per Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016, the company shall pass in the meeting of its Board of Directors within thirty days of the issue of these directions and thereafter within thirty days of the commencement of the next financial year and each subsequent financial year, a resolution to the effect that the company has neither accepted public deposit nor would accept any public deposit during the year. The resolution to the effect has been passed at meeting of Board dated 10th June 2021, i.e., after a delay of approx. 41 days.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

As informed, the company has responded appropriately to notice received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

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

It is further stated that the Company is in receipt of a Complaint from one of the investors of the Company during the Financial Year under review wherein, certain violations in respect of the Companies Act, 2013 and the SEBI Laws have been alleged against the Company. The Complaint has been filed before various fora including the Office of the Registrar of Companies, NCT of Delhi & Haryana, Bombay Stock Exchange, Securities & Exchange Board of India, Reserve Bank of India, etc.

On the basis of a detailed perusal of the Complaint and while looking into the contentions filed by the Company before the applicable statutory authorities, it appears that there is a pre-existing dispute between the said Complainant and the Company before the said Complaint was even lodged. The matter is already pending adjudication before various Government Authorities as aforesaid, therefore, no comments in this regard are being made in the instant Report so that the adjudication is not influenced in any manner whatsoever.

I further report that during the audit period, there were no instances of:

- (i) Public/ Right/ Preferential issue of shares/ debentures/ sweat equity, etc.;
- (ii) Redemption/ buy-back of securities;
- (iii) Merger/ amalgamation/ reconstruction, etc.;
- (iv) Foreign technical collaborations.

Date:22.06.2022

Place: Delhi

For Puneet Pandey & Associates
(Company Secretaries)



Puneet Kumar Pandey
(Proprietor)

COP No-10913

M. no-A29848

UDIN-A029848D000525244

Note: This Secretarial Audit findings are based upon the information made available to me and it should not be treated as Compliance Report

*** End of Report***

S. P. CHOPRA & CO.

Chartered Accountants

Corporate Office
1505, Astralis Supernova
Sector-94, Gautam Buddha Nagar
Noida – 201 301
Phone 0120 - 4516921
www.spchopra.in
spc1949@spchopra.in

26th July, 2022

The Board of Directors
Intec Capital Limited
Registered Office
701, Manjusha Building
57, Nehru Place
New Delhi-110019

Dear Sir,

Sub: Consent to act as statutory auditor under Companies Act' 2013

Dear Sir,

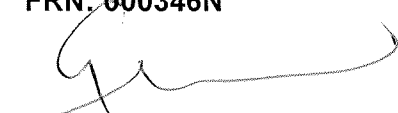
In connection our re-appointment as Statutory Auditors of the company from the financial year 2022-23 till financial year 2026-27 in accordance with the provisions of Companies Act, 2013 (the Act) and rules and regulations made there under, we are pleased to confirm that:

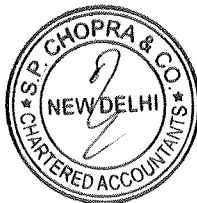
1. The Firm is eligible for re-appointment as a Statutory Auditor of the Company and is not disqualified under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the Rules or Regulations made there under;
2. Our proposed appointment is as per the term provided under the Companies Act, 2013;
3. The proposed appointment is within the limit laid down by the Companies Act, 2013;
4. There are no proceedings pending against our firm or any partner of the firm with respect to professional matters of conduct.
5. We satisfy other criteria as provided under section 141 of the Act.

Thanking You

Yours Faithfully,

For M/S S.P. Chopra & Co.,
Chartered Accountants
FRN: 000346N


GAUTAM
Partner
M.No. 524485



Annexure – 10:

Management Discussion and Analysis Report (MDAR)

1. INDUSTRY AND ECONOMIC SCENARIO

The Financial Year 2021-22 was fairly a year of recovery from the adverse impacts of COVID-19 pandemic. The Indian economy successfully faced the challenges posed by the second and third waves of the pandemic, thanks to successful implementation of vaccination program, untiring services of the front line warriors, fiscal and monetary policies, stimulus measures of Reserve Bank of India, central and state governments which gave a much-needed cushion for the stability of the economy.

According to the second advance estimates of India's Gross Domestic Product (GDP) published by the National Statistical Office for the financial year 2021-22, GDP growth in the first and second quarter was 20.1% and 8.4% respectively. In the third quarter, the GDP growth slowed down to 5.4%. In the fourth quarter, India witnessed third wave of infection but remained largely unaffected owing to vaccination of large proportion of population. India's GDP growth in Financial Year 2021-22 is estimated at 8.9%, compared to a contraction of 7.3% in Financial Year 2020-21.

The Index of Industrial Production grew 11.3% against an 8.4% contraction in Financial Year 2020-21. The consumer and business confidence was resilient with improvement in general economic situation, household incomes, and spending.

The Economic Survey 2021-22 stated that the total consumption is estimated to have increased by 7.0% in Financial Year 2021-22 with Government consumption contributing the larger pie. Private consumption, on the other hand, is also expected to have improved significantly to its pre-pandemic output levels. The macro-economic indicators suggest that the Indian economy is well on its way to achieve its pre-pandemic growth levels in the current Financial Year 2023.

The geopolitical crisis of Russia-Ukraine war, which started in the last week of February 2022, is casting uncertainty over the global economy, with increased volatility in crude prices and inflationary trends across commodities. The consequential financial sanctions and political pressure from the war are causing unpredictable and undesired implications on the global financial system and our economy due to rising crude oil and other commodity prices leading to higher inflation.

Over the past few years, Non-Banking Financial Companies (NBFCs) have played a prominent role in the Indian financial system. They provide financial inclusion to the underserved section of the society that does not have easy access to credit. NBFCs have revolutionized the Indian lending system and have efficiently leveraged digitization to drive efficiency and provide customers with a quick and convenient financing experience. The plethora of services include vehicle financing, MSME financing, home financing, microfinance and other retail segments. The Government has consistently worked on the governance measures to strengthen the systemic importance of the NBFCs. As of January 31, 2022 there were approximately 9,495 NBFCs registered with Reserve Bank of India (RBI), of which 49 deposit accepting NBFCs.

COVID-19 has driven organisations to recognise the value and role of new-age technologies. The pandemic has boosted the technological advancement in the NBFC sector as well. Paper-based credit appraisals and loan processing are things of the past. The modern-day NBFCs are leveraging on technology and artificial intelligence. All critical stages of loan disbursement right from onboarding, KYC, loan sanctioning to loan agreements and loan disbursements are now done digitally. Technologies like AI and Machine learning are helping NBFCs strengthen their credit appraisal processes and find the right customers in lesser time. By

moving towards paperless loan sanctioning processes, the sector has taken a collective step towards sustainability.

The pandemic impacted the NBFCs operations, leading to decline in disbursements across the sectors. However, the support and focus of the Government through various liquidity measures such as repo rate cut, targeted long-term repo operations, special liquidity scheme and partial credit guarantee scheme, kept the sector afloat.

In the current financial year, while liquidity and funding costs continued to remain a challenge for the sector, retail NBFCs fared better than their peers who focused on enterprise segments in managing their liquidity position; they were able to raise funds from banks, foreign institutions and portfolio sell-downs while better rated NBFCs were able to tap market funding as well.

2.OPPOURTUNITIES AND THREAT

NBFCs have played an important role by providing funding to the unbanked sector by catering to the diverse financial needs of the customers. Further, such companies play a critical role in participating in the development of an economy by providing a fillip to transportation, employment generation, wealth creation, bank credit in rural segments and to support financially weaker sections of the society. Emergency services like financial assistance and guidance is also provided to the customers in the matters pertaining to insurance.

In the current year, the challenges for NBFCs have moved from liquidity to asset quality with the COVID-19 outbreak and the impact on customers repayment capacity to repay loans. Liquidity covers of the NBFCs are largely dependent on the repayments that they receive from their customers. In order to revive the economy, the RBI had announced numerous measures to inject liquidity and keep the cost of funds benign to increase credit offtake and promote economic growth.

In first half of FY 2021-22, collections were impacted, due to the announcement of lock down and rescheduling of payments as per the COVID-19 - Regulatory Package announced by the regulator on repayments between March 1, 2020 to August 31, 2020. With the increase in economic activity, post partial lockdowns being lifted, collection efficiencies across the lending entities have improved post September 2020.

Threats:

Inflation

Geopolitical crisis

Longer duration of COVID-19

Competition from captive finance companies, small banks

Increase in finance cost due to larger liquidity buffer maintained to face uncertainties of pandemic

3.SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE OF THE COMPANY

The Company operates in single segment, i.e. providing loans and finance in India. The revenue from operations from the aforesaid sector during the year was Rs. 1,088.48 Lacs.

4. OUTLOOK

With the uncertain growth and a slowdown in credit demand, NBFCs are expected to turn cautious, going forward. The sector faced liquidity pressure with higher funding cost and is expected to face headwinds for asset quality. The profitability of NBFCs is expected to be under pressure, with lower credit growth and higher credit cost. Business models of NBFCs will be tested for resilience as the economy gradually recovers from the pandemic. The players with their strong liability profiles and strong risk controls in the assets size, are expected to be better positioned.

RBI's Survey of Professional Forecasters (SPF) carried out during March 2022 provide a median GDP growth forecast of 7.5 per cent and inflation forecast of 5.5 per cent for Financial Year 2023.

Intec Capital is well-equipped to build future growth. Intec Capital foresees opportunity across the spectrum of its customers, out of which the SME and retail opportunity is estimated to be the largest. Besides the asset quality, effective implementation of technology and cost optimization would remain the company's key focus areas for achieving profitable and sustainable growth.

5. RISKS AND CONCERNS

A company in its normal course of working takes on many risks. For a Non-Banking Finance Company the risks that are most important are operational risk, credit risk and competition risk. The identification, monitoring and mitigation of these risks are integral to the success of the company.

Risk Management at the Company broadly covers Operational Risk, Liquidity risk, Credit risk, etc. The Asset Liability cum Risk Management Committee ("ALRMC") of the Board assists the Board in its oversight of various risks mentioned above. The ALRMC reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyses risk exposures related to specific issues and provides oversight of risk across the organisation.

All company processes have a SOP (Standard Operating Procedure) which ensures clarity and efficiency in all processes. Most processes have been quantified to ensure that they can measure in the most effective way. Frequent review systems of these systems have been set to make sure they are up to date. The board also has an operations review committee looking into operational management.

Further, the company has always maintained strict credit norms and processes to ensure financial assistance is granted only to able borrowers.

To mitigate the liquidity risk there is a special treasury team to manage this issue who reports directly to the managing director. The company has tapped various means of funding such as term loans, working capital limits, non-convertible debentures and cash credit limits.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance

with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company.

The Company's internal control system is commensurate with its size and the nature of its operations.

7. DISCUSSION ON FINANCIAL PERFORMANCE

Snapshot of the Company's financial performance on standalone basis for the last two years is as follows:

(Amount in Lacs)

Year	Total Revenue	Profit/ Loss after Tax	EPS
2020-21	804.07	1,903.59	10.36
2021-22	1,094.67	359.10	1.96

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human resources are a valuable asset for any organization. The Company is committed to create an environment of constant learning and development, drive an effective and transparent performance culture and build a culture of appreciation & transparent communication. The Company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March 2022 stood at 59.

9. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE, INCLUDING:

Following are the details of significant changes in the key financial ratios as compared to the immediately previous financial year:

Particular	F.Y. 2020- 21	F.Y. 2019- 20	Difference between FY	% in Change from the last FY	Reason (if more than 25% change)
(i) Debtors Turnover	NA	NA	NA	NA	NA
(ii) Inventory Turnover	NA	NA	NA	NA	NA
(iii) Interest Coverage Ratio	93.32	-5.01	98.33	-1962%	Due to reversal of impairment on financial instrument, Gain on extinguishment of borrowings under one time settlement and not booked interest cost.
(iv) Current Ratio	0.40	0.56	-0.16	-28%	Due to reduction in current asset as compared to current liabilities
(v) Debt Equity Ratio	0.99	1.59	-0.60	-38%	Due to one time settlement with banks, reversal of impairment of financial instrument and gain on extinguishment of borrowing under OTS and non booking of interest cost.
(vi) Operating Profit Margin (%)	NA	NA	NA	NA	NA
(vii) Net Profit Margin (%)	237%	-210%	447%	-213%	Due to reversal of impairment on financial instrument, Gain on extinguishment of borrowings under one time settlement and not booked interest cost.

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

Particulars	For the Financial Year	For the Financial Year
	2021-22	2020-21
Net worth:		
Share Capital	1836.63	1836.63
Statutory Reserve	1868.50	1796.68
Securities Premium	8843.84	8843.84
Surplus in P & L	(7323.91)	(6776.03)
Total Net worth	5225.06	5701.12
PAT	359.10	1903.59
Return on Net worth	6.87%	33%

CAUTIONARY STATEMENT

This report contains forward-looking statements extracted from reports of Government Authorities/ Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

Date:

For and on Behalf of the board

Place: New Delhi

For Intec Capital Limited

CIN:

Registered Office: 708, Nehru Place,

57 Manjusha Building

New Delhi-110019

Sd/-

Sd/-

S.K. Goel

Sanjeev Goel

Non Executive –Independent Director

Managing Director

(DIN: 00963735)

(DIN:00028702)

Annexure – 11:

Familiarization Policy and Programme for Directors

1. Preamble:

11. This Familiarization Policy / Programme for Independent Directors of **Intec Capital Limited** is formulated in terms of requirement of regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as “SEBI LODR 2015”) as amended from time to time.
12. This Familiarization Policy / Programme for Independent Directors has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

2. Objective

21. To provide insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the Company.

3. Orientation / Familiarization module for New Independent Directors upon joining:

Orientation / Familiarization module for new Independent Directors upon joining		
Sl. No.	Headings	Description of Policy / Programme
3.1	Programme “as needed” basis	This module will be restructured as and when necessary and will be conducted for new Independent Directors upon joining and on need basis.
3.2	Induction program on joining of an Independent director	The company may organize familiarization Programme on structured module to update the Independent Directors and shall organize an induction program on joining of an Independent director to familiarize them with the following aspect: (a) Roles, Rights and Responsibilities (b) Board dynamics & functions; (c) Human Resource management ; (d) Nature of the Industry in which Company operates; (e) Business Model of Company; (f) Financial Performance, Budgeting and Planning ; (g) an other relevant information
3.3	Intec’s various Committee of Board (COB) and their Terms of Reference (TOR)	Further, Independent Directors were made to appraise with Intec’s various Committees of Board (COB), their members, their terms of reference (TOR) with roles and responsibilities of COB. The members include highly experienced Director-Members and Executive-Members with strong execution capability and a proven track record.

3.4	Auditors, Bankers and	Further, Independent Directors were made to appraise with Intec's Statutory Auditor, Internal Auditor. Secretarial Auditors and Existing Bankers.
3.5	Management Team and Organization Structure	Further, Independent Directors were made to interact with Management Team and appraise with Intec's Organization Structure which includes highly experienced Management Team.
3.6	Internal Policies, processes and documents etc.	Independent Directors are made to interact with senior management personnel and are given all internal policies, processes and documents sought by them for enabling a good understanding of the Company, its operations and the industry of which it is a part.
3.7	Sponsor the paid seminar and programmes	The Company may nominate and sponsor the new Independent Directors for various programmes on relevant topics organized by ICAI, ICSI, MCA, RBI and other leading institutions and Auditing Firms and Law Firms.
3.8	Visit the Branches of Company	Since there is no branch in the Company.
3.9	Statutory Compliances	The above Programme may also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
3.10	Business overview	The Independent directors were made to appraise about the Business overview and an outline of Corporate Plan and Annual targets
3.11	Overview of sales and Marketing	The Independent directors were made to appraise the Overview of sales and marketing and operational efficiency level.
3.12	Introduction to Product profile	The Independent directors were made to appraise about the Introduction to Product profile etc.
3.13	Criteria of independence	Criteria of independence applicable to Independent Directors as per SEBI LODR, 2015 on Corporate Governance and the Companies Act, 2013;
3.14	Board Meetings and COB process and procedures;	The Independent directors were made to appraise about Board Meetings and Committees of Board (COB) and its processes and procedures;
3.15	Directors Statutory Disclosures and compliances	The Independent directors were made to appraise about their statutory disclosures and compliances and submissions under Companies Act, 2013, SEBI LODR, 2015, Listing Agreement and RBI Regulatory Framework etc.
3.16	Whistle Blower and Vigil Mechanism	The Independent directors were made to appraise about company's Whistle Blower and Vigil Mechanism framework and its Redressal Mechanism.
3.17	The Fully functional Website of the Company	The Independent directors were made to appraise that Company's website is fully functional and prepared in compliance with Companies Act, 2013 read with rules made thereunder and SEBI LODR, 2015 and applicable Laws.

4. "On-going" Familiarization Policy / Programme on business and operational performance for both new and continuing Independent Directors:

On-going Familiarization Programme on business and operational performance for both new and continuing/existing Independent Directors		
Sl.	Headings	Description of Programme
4.1	Programme “as needed” basis	This module will be restructured as and when necessary and will be conducted “as needed” basis during the year. The programmes will be conducted for new and continuing Independent Directors of the Company depending upon the need.
4.2	The Agenda / business transactions, presentations in the Board Meetings etc.	The Agenda / business transactions and presentation of various Board Meeting and various committees of Board and Annual General Meeting etc. covers proper recitals and background of business transactions thereby enables them to informed and fair decision.
4.3	The presentations Agenda / business transactions of various statutory meeting	The Agenda / business transactions of various statutory meeting viz. Board Meetings. And various committees of Board and Annual General Meeting etc. covers proper recitals and background of business transactions thereby enables them to informed and fair decision.
4.4	Session by the Auditors to understand the various applicable laws and its impact on Companies	The Management arranges session by the Auditors on the current legal scenario for the companies, compliance management, risk mitigation as well as the changing role and responsibilities of the Board of Directors. One such session on the newly introduced Companies Act 2013 and its impact on the company and its Board of Directors were arranged by the Management during.
4.5	Strategy, Business and Operations and Business Model etc.	The Company shall through its Managing Director Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors. Such programmes/presentation will provide an opportunity to the Independent Directors to interact with the senior leadership and management teams of the Company and help them to understand the following viz. Company’s Strategy, Annual Operating Plan (AOP), Business Model of the Company, Business and operations ; Services and Product offerings ; Organization Structure ; Financial Performance/Results, Budgeting and Planning and control processes ; Sales and Marketing ; Human Resources, Credit Policy Framework; Risk Policy and its framework with mitigation strategy ; System driven process for comprehensive credit assessment.
4.6	Regular updates on the key developments	The regular updates on the key developments happening in and /or affecting the Company /Industry will be communicated to the Independent Directors from time to time.

4.7	Regulatory updates	The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates viz. SEBI Regulations, Companies Act, RBI (acts & rules), listing agreements etc.
4.8	Off-site meeting	The Independent Directors may be made to interact with Management Teams at one or two levels below top management during Off-site meeting.

5. Programme and disclosure:

51. As and when Familiarization Policy / Programme are conducted, the same will be disclosed on the website of the Company. The link for the Familiarization Policy / Programme is given below:

<https://www.inteccapital.com/wp-content/uploads/2022/05/Familiarization-Policy-Programme-for-Independent-Directors-of-Intec-Capital-Limited-in-terms-of-requirement-of-SEBI-LODR-2015-read-with-other-applicable-laws-as-amended-from-140222.pdf>

52. The Programme shall also be disclosed in the Annual Report of the Company as required under SEBI LODR, 2015 as amended from time to time and web link thereto shall be given in the Annual Report.

6. Amendment and review of the Familiarization Policy / Programme :

61. The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.
62. The Familiarization Policy / Programme shall be reviewed as and when required.

ANNEXURE -12

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

In Compliance with the Requirements of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to confirm that all Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the Year ended on March 31, 2022.

Annexure-5

Corporate Governance Report

In compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time the Company submits the Corporate Governance Report for the year ended March 31, 2022.

Also certificate on Corporate Governance from Practicing Company Secretary has been received by the company for the financial year 2021-22 and the same has been duly attached herewith in the annual report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company recognizes its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better these practices by adopting best practices.

Strong Corporate Governance is indispensable to resilient and vibrant capital markets and is an important instrument of Investor Protection. It is the blood that fills the veins of transparent corporate disclosure and high-quality accounting practices. It is the muscle that moves a viable and accessible financial reporting structure. Without financial reporting premised on sound and reliable numbers, capital markets will collapse upon themselves.

The Company believes that governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximising value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a leading financial services company in India with a global footprint, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to the company.

The Board functions either as a full Board or through various Committees constituted to oversee specific functions. The Senior Management provides your Board detailed reports on the Company's performance periodically.

Your Company continuously strives to achieve excellence in Corporate Governance through its values – Integrity, Commitment, Passion, Seamlessness and Speed.

2. BOARD OF DIRECTORS:

a) BOARD COMPOSITION AND CATEGORY OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

The Board comprises of a majority of Independent Directors. It has a good mix of Executive and Non-Executive Directors including Independent Directors. As on date of this Report, the Board consists of six

Directors with adequate combination of Independent/ Non-Independent, Executive, Non-Executive Directors.

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

Table 2.1 Composition and category of Board of Directors as on 31st March, 2022

S. No	Name	Designation	Category	DIN	Date of joining Board
1	Mr. Sanjeev Goel	Managing Director	Executive Director	00028702	15/02/1994
2	Mr. S. K. Goel	Non-Executive Independent Director	Non-Executive Independent Director	00963735	13/02/1998
3	Mr. Rakesh Kumar Joshi	Non-Executive Independent Director	Non-Executive Independent Director	02410620	27/02/2002
4	Mr. Ramesh Tyagi*	Non-Executive Independent Director	Non-Executive Independent Director	09009275	26/12/2020
5	Mrs. Shilpy Chopra	Non-Executive Independent Woman Director	Non-Executive Independent Director	07161915	12/05/2021
6	Mrs. Shalini Rahul	Non-Executive Independent Woman Director	Non-Executive Independent Director	09357650	13/10/2021

** Mr. Ramesh Chander Tyagi, (DIN 09009275), Non-Executive Independent Director has resigned from the Board as on 05 July 2022 on account of demise. His sudden and unexpected passing away will be an irreparable loss to the Company.*

None of the Directors on the Board holds Directorship in more than ten public companies acts as a Chairperson in more than Five Committees and holds membership in more than Ten Committees of listed entities except Intec Capital Ltd.

None of the Directors on the Board including any alternate Directorship holds Directorship in more than Twenty Companies at the same time.

None of the Independent Directors on the Board serves as an Independent Director in more than seven listed Company.

NUMBER OF BOARD MEETINGS AND DATES ON WHICH HELD:

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. All meetings of the Board are conducted through Video Conferencing mode. The Agenda of the Board / Committee meetings was set by the Company Secretary in consultation with the Managing Director of the Company.

The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year ended 31st March 2022, Five (5) Board Meetings were held on the below mentioned dates:	
Day	Date
Thursday	10 th June 2021 [#]
Monday	21 st June 2021 [#]
Wednesday	11 th August 2021 [#]
Thursday	11 th November 2021 [#]
Monday	14 th February 2022 [#]

Meeting held through Video Conferencing due to COVID-19 pandemic.

The maximum interval between any two meetings was well within the maximum allowed gap of 120 days. The necessary quorum was present at all meetings.

a) Attendance of each director at the meeting of the board of directors and the last annual general meeting

Sr. no.	Name of the Director	No. of Board Meeting(s)		Whether Last AGM attended (Held on 15.09.2021)
		Held during their tenure from (01.04.2021) to (31.03.2022)	Attended	
1	Mr. Sanjeev Goel	5	5	Yes
2	Mr. S. K. Goel	5	5	Yes
3	Mr. Rakesh Joshi	5	1	Yes
4	Mr. Ramesh Tyagi	5	5	Yes
5	Mrs. Shilpy Chopra	5	5	Yes
6	Mrs. Alka Garg	2	0	N. A.
7.	Ms. Shalini Rahul	2	2	N. A.

b) Number of other Board of Directors or Committees in which a directors is a Member or Chairperson as on 31st March, 2022

Name	Designation & Category	DIN	Date of joining the Board	No. of shares held in the company	Directorship in other companies	Membership(s) of Committees of other companies	Chairmanship(s) of Committees of other companies
Mr. Sanjeev Goel	Managing Director	00028702	15/02/1994	644464	7	Nil	Nil
Mr. S. K. Goel	Non-Executive Independent Director	00963735	13/02/1998	Nil	2	Nil	Nil
Mr. Rakesh Kumar Joshi	Non-Executive Independent Director	02410620	27/02/2002	Nil	Nil	Nil	Nil
Mr. Ramesh Tyagi ^{\$}	Non-Executive Independent Director	09009275	26/12/2020	Nil	Nil	Nil	Nil

Mrs. Shalini Rahul#	Non-Executive Independent Woman Director	09357650	13/10/2021	Nil	1	Nil	Nil
Ms. Shilpy Chopra@	Non-Executive Independent Woman Director	07161915	12/05/2021	Nil	3	3	Nil

**Excluding Directorship(s) /Committee Membership(s)/Chairmanship in Intec Capital Limited.*

@ Ms. Shilpy Chopra, Non-Executive Independent Woman Director has been appointed on Board w.e.f. 12th May, 2021.

Mrs. Shalini Rahul, Non-Executive Independent Woman Director has been appointed on Board w.e.f. 13th October, 2021.

\$ Mr. Ramesh Chander Tyagi, (DIN 09009275), Non-Executive Independent Director has resigned from the Board as on 05 July 2022 on account of demise. His sudden and unexpected passing away will be an irreparable loss to the Company.

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

c) INTER-SE RELATION AMONG DIRECTORS:

There is No Inter-se Relationship among the directors of the Company.

d) NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:

None of the Non-Executive Director is holding any share and convertible instruments of the company.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

During the year under review new Independent Directors were inducted into the Board and hence familiarization was conducted on 14th February 2022 pursuant to Familiarization Policy of the Company.

The Familiarization policy is uploaded in the company website on our website (<https://www.inteccapital.com/wp-content/uploads/2022/05/Familiarization-Policy-Programme-for-Independent-Directors-of-Intec-Capital-Limited-in-terms-of-requirement-of-SEBI-LODR-2015-read-with-other-applicable-laws-as-amended-from-140222.pdf>)

Further, at the time of the appointment of an Independent Director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

e) PART A – GOVERNANCE SKILLS

Strategy	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant Policies and priorities.
Policy	Policy development	Ability to identify key issues and opportunities for the Company, and develop appropriate policies to define the parameters within which the Company should operate.
Finance	Financial performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyse key financial statements; • critically assess financial viability and performance; • contribute to strategic financial planning; • oversee budgets and the efficient use of resources; • and oversee funding arrangements and accountability.
Risk	Risk and compliance oversight	Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
IT	Information technology strategy	Knowledge and experience in the strategic use and governance of information management and information technology within the Company.
Executive Management	Executive management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> • appoint and evaluate the performance of the CFO, CS and Senior Executive Managers; • oversee strategic human resource management including workforce

		planning, and employee and industrial relations; and oversee large scale organisational change.
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PART B: PERSONAL ATTRIBUTES

Attributes	Description
Integrity (Ethics)	A commitment to: <ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of a Director, and maintain knowledge in this regard through professional development; • putting the Company's interests before any personal interests; • acting in a transparent manner and declaring any activities or conduct that might be a potential conflict; and • maintaining Board confidentiality at all times.
Effective listener and communicator	The ability to: <ul style="list-style-type: none"> • listen to, and constructively and appropriately debate, other people's view points; • develop and deliver cogent arguments; and • communicate effectively with a broad range of stakeholders.
Constructive questioner	The preparedness to ask questions and challenge management and peer Directors in a constructive and appropriate way about key issues.
Contributor and team player	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board.
Commitment	A visible commitment to the purpose for which the Company has been established and operates, and its on- going success.
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Board's decisions.
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems.
Leader	Innate leadership skills including the ability to: <ul style="list-style-type: none"> • appropriately represent the Company; • set appropriate Board and Company culture; and • make and take responsibility for decisions and actions.

In the table below, the specific areas of focus or expertise of individual Board members have been provided:-

Area of Expertise	Directors					
	Mr. Sanjeev Goel	Mr. S.K. Goel	Mr. Rakesh Joshi	Mr. Ramesh Tyagi	Mrs. Shilpy Chopra	Ms. Shalini Rahul
PART A: GOVERNANCE SKILLS						
1. Strategy	✓	✓	✓	✓	✓	✓
2. Policy	✓	✓	✓	✓	✓	✓
3. Finance	✓	✓	✓	✓	✓	✓
4. Risk	✓	✓	✓	✓	✓	✓
5. IT	✓	✓	✓	✓	✓	✓
6.Executive Management	✓	✓	✓	✓	✓	✓
PART B: PERSONAL SKILLS						
1. Integrity	✓	✓	✓	✓	✓	✓
2.Effective listener and communicator	✓	✓	✓	✓	✓	✓
3.Constructive questioner	✓	✓	✓	✓	✓	✓
4. Contributor and team player	✓	✓	✓	✓	✓	✓
5.Commitment	✓	✓	✓	✓	✓	✓
6. Influencer and negotiator	✓	✓	✓	✓	✓	✓
7. Critical and innovative thinker	✓	✓	✓	✓	✓	✓
8. Leader	✓	✓	✓	✓	✓	✓

f) CONFIRMATION BY BOARD OF DIRECTORS

Based on the declarations received from the Independent Directors, the Board of the Company confirms that all the Independent Directors of the Company fulfill all the conditions as specified in listing regulations and are independent of the management.

g) COMPLIANCE WITH THE CODE OF CONDUCT

All the members of the Board and Senior Management Personnel have affirmed compliance to the code for the financial year ended on March 31, 2022 and a declaration to this effect signed by the Managing Director forms part of this Report and annexed as **Annexure-12**.

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review.

Board has in place various Committees of the Board constituted/reconstituted from time to time in compliance with provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

As on 31st March 2022, the following below mentioned Committees of Board (COB) were in place:

- a) Audit Committee (AC)
- b) Nomination and Remuneration Committee (NRC)
- c) Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee (SGR / SRC / STCM)
- d) Asset Liability Cum Risk Management Committee (ALRMC)
- e) Corporate Social Responsibility Committee (CSR)

A). AUDIT COMMITTEE (AC)

Terms of reference of the Audit Committee

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the quarterly financial results before submission to the Board;

- reviewing and examining with management the annual financial statements before submission to the Board and the auditors' report thereon;
- review management discussion and analysis of financial condition and results of operations;
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the Annual Financial Statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems; valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;

The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

The Committee is governed by the Terms of Reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder.

The composition and Attendance record of the Audit Committee meetings during the financial year ended 31st March, 2022 are as follows:

Composition of Committee	Position	Category	Total No. of meeting held	Total No. of meeting
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			during the tenure	attended
Mr. S.K. Goel	Chairperson	Non-Executive Independent Director	5	5
Mr. Rakesh Kumar Joshi	Member	Non-Executive Independent Director	5	2
Mr. Ramesh Tyagi	Member	Non-Executive Independent Director	5	5

All the members of the Committee have relevant experience in financial matters. During the financial year ended 31st March, 2022, Five (5) Audit Committee meetings were held on Thursday 10th June 2021, Monday 21st June 2021, Wednesday 11th August 2021, Thursday 11th November 2021, Monday 14th February 2022.

B) NOMINATION AND REMUNERATION COMMITTEE (NRC)

Terms of reference of Nomination and Remuneration Committee

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc.;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole.

The composition and Attendance record of the Nomination and Remuneration Committee meetings during the financial year ended 31st March, 2022 are as follows:

Composition of Committee	Position	Category	Total No. of meeting held during the tenure	Total No. of meeting attended
Mr. S.K. Goel	Chairman	Non-Executive Independent Director	3	3
Mr. Rakesh Kumar Joshi	Member	Non-Executive Independent Director	3	1
Mr Ramesh Tyagi	Member	Non-Executive Independent Director	3	3

During the financial year ended 31st March, 2022, Three (3) Nomination Remuneration Committee meetings were held on Monday 21st June 2021, Wednesday 11th August 2021, and Monday 14th February 2022.

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD

During the year under review the company in its Nomination and Remuneration and Committee Meeting and subsequently Board Meeting held on 14th February 2022 has reviewed a formal Annual Evaluation by the Board of its own performance and that of its committees and individual directors as per requirement of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015)

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. Schedule-IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The framework includes the evaluation of directors on various parameters as mentioned below and involving the rating viz. Excellent, Good, Satisfactory, Fair, Needs Improvement

- Attendance at the Board and Committee meetings.
- Understands the business and products of the Company.
- Brings in new ideas for business advancement and improvement.
- Study of agenda in depth prior to meeting and active participation at the meeting.
- Participates constructively and actively in the Committees of the Board in which he is a member.
- Strive to attend the general meetings of the Company.
- Contributes to discussions on strategy as opposed to focus only on agenda.
- The Director actively challenges management thinking and motivates them to excel continuously.

- The Director actively works towards cordiality and cohesiveness at meetings, while challenging current thinking.
- The Director is able to bring in best practices from his experience and other Board Memberships.
- The Director remains abreast of developments affecting the company, independent of his being apprised at meetings.

REMUNERATION OF DIRECTORS

- There is no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company.
- Following is the snap shot of remuneration paid to the Directors during the year under review:

(Amounts in Rs.)

Name of the Director	Fixed Salary		Bonus	Stock Option	Pension	Sitting Fees	Total
	Base Salary	Perquisites / Benefits					
Executive Director - Managing Director							
Mr. Sanjeev Goel	1,29,99,996/-	-	-	-	-	50,000/-	1,30,49,996/-
Independent Directors							
Mr. S.K Goel	-	-	-	-	-	50,000	50,000
Mr. Rakesh Kumar Joshi	-	-	-	-	-	10,000	10,000
Mrs. Shilpy Chopra	-	-	-	-	-	50,000	50,000
Mr. Ramesh Tyagi	-	-	-	-	-	50,000	50,000
Mrs. Alka Garg	-	-	-	-	-	-	-

Ms Shalini Rahul						20,000	20,000
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The tenure of office of the Managing Director is Five (5) years from their date of appointment. There is no separate provision for payment of severance fees and performance linked incentives. The remuneration excluding sitting fees as mentioned above comprises only of fixed components. Further complete details of remuneration, of Directors and Key Managerial Personnel have been provided in MGT -9 forming part of Board's Report.

C) SHAREHOLDERS INVESTORS GRIEVANCE COMMITTEE (SHIC) CUM STAKEHOLDERS SHARETRANSFER COMMITTEE (STC) CUM STAKEHOLDERS RELATIONSHIP (SRC):

The Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship (SRC) is formed in accordance with Section 178 of the Companies read with Regulation 20 SEBI LODR 2015.

TERMS OF REFERENCE OF STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The terms of reference of the Stakeholders' Relationship Committee inter alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The composition and Attendance record of the Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship (SRC) meetings during the financial year ended 31st March, 2022 are as follows:

Composition of Committee	Position	Category	Total No. of meeting held during the tenure	Total No. of meeting attended
Mr. S.K. Goel	Chairman	Non-Executive Independent Director	1	1
Mr. Sanjeev Goel	Member	Non-Executive Independent	1	1

		Director		
Mr Ramesh Tyagi	Member	Non-Executive Independent Director	1	1

During the financial year ended 31st March, 2022, One (1) Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship Committee (SRC) meetings was held on 14th February, 2022.

Details of Shareholders' / Investors' Complaints

The Company Secretary was the Compliance Officer for resolution of Shareholders' / Investors' complaints. During the financial year ended 31st March, 2022, complaints received from the shareholders as follows, in terms of report received from Company's Registrar and Share Transfer Agent viz. Beetal Financial and Computer Services Private Limited:

No. of Complaints received during the year	1 [#]
No. of Complaints disposed off during the year	0
No. of Complaints not resolved to the satisfaction of shareholders	0
No. of Pending Complaints	1 [#]

#With regard to the complaint received by the Company from various authorities including SEBI, BSE and ROC from one of the stakeholders, the Company has already submitted its response to BSE on 06.01.2022 (BSE Investor Services Centre), 07.02.2022 (BSE Mumbai) & 21.02.2022, to ROC on 20.12.2021 and SEBI on 21.02.2022.

D) Corporate Social Responsibility Committee (CSR)

The role of Corporate Social Responsibility Committee is as follows:

- formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- recommending the amount of expenditure to be incurred on CSR activities of the Company;
- reviewing the performance of Company in the area of CSR;
 - providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
 - monitoring CSR Policy of the Company from time to time;

- Monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.

The Composition and Attendance record of the Corporate Social Responsibility Committee meetings during the financial year ended 31st March, 2022 are as follows:

Composition of Committee	Position	Category	Total No. of meeting during tenure	Total No. of meeting attended
Mr. Sanjeev Goel	Chairman	Non-Executive Independent Director	1	1
Mr. S.K. Goel	Member	Non-Executive Independent Director	1	1
Mr Ramesh Tyagi	Member	Non-Executive Independent Director	1	1

During the financial year ended 31st March, 2022, only One (1) meeting of the Corporate Social Responsibility Committee was held i.e. on the date 10th June, 2021.

E) Asset Liability cum Risk Management Committee (ALRMC)

The terms of reference of the Committee are as follows:

- Oversee the implementation of Risk Management Systems and Framework
 - Review the Company's financial and risk management policies
 - Assess risk and procedures to minimize the same;
 - Frame, implementing and monitoring the risk management plan for the Company
 - To identify, quantify, integrate, monitor, manage and control the different type of risks associated with NBFC.
 - To assist the Board of Directors in Balance Sheet planning, putting in place a progressive risk management system, developing a risk return perspective including the strategic management of interest and liquidity risk
- Asset Liability Cum Risk Management Committee (ALRMC) was constituted by board of directors in its meeting held on 9th February 2019 by merging the two existing Committees of the Company committee viz. Asset Liability Management Committee (ALCO) and Risk Management Committee (RMC).

The composition and Attendance record of the ALRMC Committee meeting during the financial year ended 31st March, 2022 are as follows:

Composition of Committee	Position	Category	Total No. of meeting held during the tenure	Total No. of meeting attended
Mr. Sanjeev Goel	Chairman	Non-Executive Independent Director	1	1
Mr. S.K. Goel	Member	Non-Executive Independent Director	1	1
Mr. Rakesh Joshi	Member	Non-Executive Independent Director	1	1

During the financial year ended 31st March 2022, one meeting of ALRMC was held on Thursday 10th June, 2021.

F) SEPARATE INDEPENDENT DIRECTORS' MEETINGS

The Company's Independent Directors meet at least once in every financial year without the presence of Managing Director, Non-independent Directors or Management Personnel.

During the Financial year 2021-22, the Independent Directors viz., Mr. S.K. Goel, Mr. Rakesh Kumar Joshi, Mr. Ramesh Tyagi, Ms. Shilpy Chopra and Mrs. Shalini Rahul met on 14th February 2022 and inter alia had discussed:

- To confirm the minutes of previous Separate Meeting of Independent Directors vide meeting no. FY-2021-22/01 dated Thursday, 12th February, 2021.
- To review the performance of Board as a whole during FY 2021-22.
- To review the performance of Non-Independent Directors during Financial Year 2021-22 viz. Managing Director.
- To review the performance of the Chairperson of the company during Financial Year 2021-22, taking into account the views of Executive directors and Non-Executive Directors
- To assess the quality, quantity and timeliness of flow of information during Financial Year 2021-22 between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Such meetings are conducted formally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Managing Director and Independent Directors.

4. GENERAL BODY MEETINGS

- Details of location and time of holding the last three AGM:

Financial Year	Venue	Day and Date	Commencement Time	Special Resolution Passed
2020-21	Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in this regard, the global outbreak of the COVID-19 pandemic.	Wednesday , 15 th September, 2021	12:05 pm	Yes
2019-20	Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in this regard, the global outbreak of the COVID-19 pandemic.	Saturday , 26 th December, 2020	12:00 noon	Yes
2018-19	B.C. Pal Memorial A-81, Chittranjan Park, New Delhi-110019	Friday, September 27,2019	11:15 A.M.	Yes

➤ Details of Special Resolutions passed in previous three Annual General Meetings:

Date of AGM	Number of Special Resolution Passed	Details of Special Resolution passed
Wednesday, 15 th September, 2021(Conducted through Video Conferencing Mode)	Yes, One (1) resolution was passed as special resolution	(1) 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
Saturday , 26th December, 2020 (Conducted through Video Conferencing Mode)	Yes, Two (2) resolution was passed as special resolution	1 Re-appointment of Mr. Surender Kumar Goel (DIN: 00963735), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years. 2. Re-appointment of Mr. Rakesh Kumar Joshi (DIN: 02410620), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.
Friday, September 27, 2019	Yes, Two (2) resolution was passed as special resolution	1.Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 – 2022 2. Approval of Re-classification of Intec Infonet Private Limited , Promoter Company of the company as non-promoter company of the company under regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with circulars, notifications, rules and regulations as amended from time to time.

- Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) in the last three years- Nil
- any special resolution passed last year through postal ballot-NIL
- any special resolution is proposed to be conducted through postal ballot- NIL
- Procedures of Postal Ballot- During the period under review, no matters were transacted through postal Ballot. None of the resolution to be passed in the AGM notice required to be conducted through postal ballot.

5. MEANS OF COMMUNICATION

➤ Quarterly Results and Newspapers wherein results normally published

Quarterly Results are published in 'Hari Bhoomi' and 'Financial Express'. Simultaneously they are also posted on the website of the Company (www.inteccapital.com) and disclosed to the stock exchange (www.bseindia.com).

➤ News Releases, presentations

Official news releases and media releases are sent to the stock Exchange and are hosted on the website of the Company.

During the year Company have released several press releases in connection to the Financial Results of the Company.

➤ Presentations made to institutional investors or to the analysts: NIL

6. GENERAL SHAREHOLDER INFORMATION

➤ ANNUAL GENERAL MEETING (Date, Time and Venue)

28th Annual General Meeting:

Day, Date and Time: **Wednesday, 15th September, 2021 at 12.00 noon**

Venue: The Company is conducting its 28th Annual General Meeting through VC / OAVM pursuant to the 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. For details please refer to the Notice of this AGM.

➤ Financial Year: April 1, 2021 to March 31, 2022.

➤ Dividend Payment Date- N. A.

➤ Listing information:

The Company's equity shares are listed on the following Stock Exchange:

Name of Stock Exchange	Address	Stock Code
BSE LIMITED	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001- (Maharashtra)	526871

The Company has paid the requisite Annual Listing Fees to the BSE Stock Exchange for the financial year 2021-22. The Securities have not been suspended from trading.

The ISIN Number of the Company for listed fully paid Equity Shares is INE017E01018

➤ **MARKET PRICE DATA HIGH LOW DURING EACH MONTH IN THE FINANCIAL YEAR 2021-22:**

The monthly high and low quotations, as well volume of shares traded at the BSE for the current year are provided as follows:-

MONTH 2021-2022	HIGH (Rs.)	LOW (Rs.)	VOLUME OF SHARES TRADED
Apr 2021	13.75	12.74	2,386
May 2021	14.99	12.75	2,783
Jun 2021	18.94	12.15	33,338
Jul 2021	22.8	17.9	44,150
Aug 2021	20.05	14.9	15,268
Sep 2021	18.75	14	8,053
Oct 2021	20.85	15.9	12,732
Nov 2021	20.15	15.25	20,204
Dec 2021	26.95	15.45	38,256
Jan 2022	29.9	20.95	33,101
Feb 2022	28.85	19.75	13,686
Mar 2022	29.1	20.4	9,585

➤ **The Company's share performance compared to the BSE Sensex for FY 2021-22**



➤ **REGISTRAR AND SHARE TRANSFER AGENTS:**

Beetal Financial and Computer Services Private Limited

Address: Beetal House, 3rd Floor, 99 Mandangir, Khanpur Behind Baba Harsukhdas Mandir Tel. No. 011-29961281-283; Fax 011-29961284

Email: beetalrta@gmail.com

➤ **SHARE TRANSFER SYSTEM**

In terms of Regulation 40 (1) Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f April 01, 2019 except in case of request received for transmission/transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialize form. Transfer of equity shares in electronic form is affected through the depositories with no involvement of the Company.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of Certificate for transfer, sub division, consolidation, renewal, exchange or endorsement of calls/ allotment monies and submits a copy thereof to the Stock exchanges in term of Regulation 40(9) of Listing Regulations. Further the Compliance Certificate under Regulation 7 (3) of Listing Regulations confirming that all the activities in relation to both physical and electronic share transfer facility are maintained by Register and Share Transfer Agent registered with the Board is also submitted to Stock Exchange on a half yearly basis.

➤ **DISTRIBUTION OF SHAREHOLDING**

Table I & II below gives the distribution pattern of shareholding of the Company by size and ownership respectively as on March 31st, 2022.

➤ **Table I: Distribution of shareholding by size as on March 31st, 2022:**

Share Holding of Nominal Value of Rs.10	No. of Shareholders	% of Total	No of Shares	Amount in Rs.	% of Total
up to 5000	1398	89.78	132853	1328530.00	0.7234
5001 to 10000	76	4.88	56886	568860.00	0.3097
10001 to 20000	43	2.76	62063	620630.00	0.3379
20001 to 30000	8	0.51	19257	192570.00	0.1048
30001 to 40000	3	0.19	10350	103500.00	0.0564
40001 to 50000	2	0.12	8550	85500.00	0.0466
50001 to 100000	9	0.57	61162	611620.00	0.3330
100001 and above	18	1.15	18015129	180151290.00	98.0882
Total	1054	100.00	18366250	183662500	100.00

➤ **Table II: Distribution of shareholding by ownership as on March 31, 2022:**

Category	No. of shares held	Percentage shareholding (%)
PROMOTER'S HOLDING		
Promoters- Indian Promoters	10064522	54.8
Foreign Promoters	3646142	19.85
Persons acting in Concert	-	
Sub-Total	13710664	74.64
NON-PROMOTER'S HOLDING		
Institutional Investors	-	-
Mutual Funds & UTI	-	-

Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	-	-
Foreign Institutional Investors	-	-
Sub-Total	-	-
Others	-	-
Private Corporate Bodies	4131065	22.49
Indian Public	375577	2.04
NRIs/OCBs	1985	0.03
Any other (please specify)	146959	0.8
Sub-Total	4655586	25.36
Total	18366250	100

➤ **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

As the members are aware, the Company's shares are compulsorily tradable in electronic form.

As on March 31, 2022, the Company's total paid-up Capital representing number of shares is in dematerialized form and in physical form is mentioned below.

Sl. No.	Category	Number of equity shares	% age of the Company's total paid-up share Capital
1	Demat	18272039	99.487
2	Physical	94211	0.513
3	Total	18366250	100.00

In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the Depositories.

➤ **OUTSTANDING GDRS/ADRS/WARRANTS/ CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY**

The Company does not have any outstanding GDRs/ ADRs / Warrants / Convertible Instruments.

➤ **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

Considering the Business of the Company, no such risks are associated with the Company.

➤ **PLANT LOCATIONS –**

The Company being NBFC is engaged in the business of Financing, Hence there is no such Plant Location.

➤ **ADDRESS FOR CORRESPONDENCE**

Compliance Officer- Ms. Vandana Das

Registered office: Intec Capital Limited

708, Manjusha, 57 Nehru Place, New Delhi-110 019, India

Phone No. : 011-46522200/300,

E-mail Id: complianceofficer@inteccapital.com

➤ **LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR:**

During the year no Credit Ratings has been obtained by the Company.

7. OTHER DISCLOSURES:

a) Disclosures on materially significant related party transactions

There are no materially significant transaction entered into by the Company which may have potential conflict with the interests of the Company, further the Company has a policy on dealing with Related Party Transaction and the same is disclosed on the website of the Company.

Weblink:<http://www.inteccapital.com/wp-content/uploads/2021/03/Related-Party-Transaction-Policy.pdf>

b) Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

Details of penalty imposed on the Company by stock exchange, SEBI or any other statutory authority, nor any instance of non-compliance with any legal requirements, or any matter related to capital market, during the last three years are as follows:

Financial Year	Non-Compliance of Regulation	Authority	Penalty Amount inclusive of GST (in Rs.)
----------------	------------------------------	-----------	--

2021-22	17(1) of SEBI (LODR), 2015	BSE	-
	17(1A) of SEBI (LODR), 2015		-
2020-21	17(1) of SEBI (LODR), 2015	BSE	15,87,100.00*
	17(1A) of SEBI (LODR), 2015		1,62,840.00**
2019-20	34 of SEBI (LODR), 2015	BSE	49,560.00**

** The company has complied with the said violations and the penalty amounting Rs. 10,79,700.00 was waived of by the Bombay Stock Exchange (BSE) via an intimation received by the company on 25th June 2021 for June and September 2020 quarter. However, the remaining penalty amounting to Rs. 5,07,400/- (inclusive of 18% of GST) for December 2020 quarter was not relinquished by the BSE which has been duly paid by the Company to the BSE on 16.03.2022*

*** Has been duly paid by the company to the BSE.*

Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee

The Company has a Whistle Blower Policy to provide vigil mechanism for Directors/ Employees to voice their concerns in a reasonable and effective manner regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. It also provides adequate safeguards against victimization of Directors/ Employees who avail the mechanism and are free to report violations of applicable laws and regulations and the code of conduct. The Company affirms that during FY 2021-22, no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of the Company.

Weblink: <http://www.inteccapital.com/wp-content/uploads/2021/06/Vigil-Mechanism-Whistle-Blower-Policy.pdf>

a) Details Of Compliance With Mandatory Requirements and adoption of the non-mandatory compliances

The status of compliance with non-mandatory recommendations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **Shareholders' Rights:** As the Quarterly and Half Yearly Financial Results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.

- Reporting of Internal Auditor: The Internal Auditors of the Company make presentation to the Audit Committee on their reports.

b) Web link where policy for determining 'material' subsidiaries :

<http://www.inteccapital.com/wp-content/uploads/2021/03/Material-Subsidiary-Policy-Of-Intec-Capital-Limited-1.pdf>

c) Web link where policy on dealing with related party transactions:

<http://www.inteccapital.com/wp-content/uploads/2021/03/Related-Party-Transaction-Policy.pdf>

d) Disclosure of commodity price risks and commodity hedging activities

Considering the Business of the Company, no such risks are associated with the Company.

e) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

f) A certificate from a company secretary in practice that none of the directors have been debarred or disqualified

M/s Krishna Kumar Sharma & Co, Company Secretaries, has issued a certificate as required under the Listing regulations confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs, Reserve Bank of India or any such statutory authority is given in **Annexure 14** to this Report.

g) Total fees paid to the statutory auditor:

During the year, total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is as follows:

(Amount in Lakhs)

Type of Service	F.Y 2021-2022	F.Y 2020-2021
Statutory Audit	5.50	5.5
Tax Audit	1	1
Limited Reviews	3	3
Other services	0.50	0.55
Out-of-pocket Expenses	0.61	0.76
Total	10.61	10.81

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

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A 'Prevention of Sexual Harassment' Policy, which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act"), is in place.

During FY 2021-22, the complaints received and the details relating thereto were as follows for the period under review:

Particulars	Number of Complaints
Number of Complaints filed during the financial Year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

- i) All the recommendations of the various committees were accepted by the Board.
- j) Corporate Governance report for the whole of financial year is given in table below:

1. Disclosure on website in terms of Listing Regulations:

	Compliance status
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes

Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

2. Annual Affirmations:

Sl. No.	Particulars	Regulation Number	Compliance status (Yes / No / NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1)	Yes
	1. Meeting of Board of directors	17(2)	Yes
	2. Review of Compliance Reports	17(3)	Yes
	3. Plans for orderly succession for appointments	17(4)	Yes
	4. Code of Conduct	17(5)	Yes

5. Fees/compensation	17(6)	Yes
8. Minimum Information	17(7)	Yes
9. Compliance Certificate	17(8)	Yes
10. Risk Assessment & Management	17(9)	Yes
11. Performance Evaluation of Independent Directors	17(10)	Yes
12. Composition of Audit Committee	18(1)	Yes
13. Meeting of Audit Committee	18(2)	Yes
14. Composition of nomination & remuneration committee	19(1) & 19(2)	Yes
15. Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16. Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17. Vigil Mechanism	22	Yes
18. Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19. Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20. Approval for material related party transactions	23(4)	NA
21. Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22. Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
23. Annual Secretarial Compliance Report (ASCR)	24A	Yes
24. Maximum Directorship & Tenure	25(1) & (2)	Yes
25. Meeting of independent directors	25(3) & (4)	Yes
26. Familiarization of independent directors	25(7)	Yes
27. Memberships in Committees	26(1)	Yes
28. Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
29. Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
30. Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

- k)** Non-compliance of any requirement of corporate governance report:
The company has complied with all the requirements of corporate governance report of sub-paras (2) to (10) of part C of Schedule V of SEBI (LODR), 2015.
- l)** It is confirmed that the Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- m)** M/s Arpit Garg & Associates, Company Secretaries, has issued a compliance certificate as required under the Listing regulations confirming compliances of conditions of corporate governance is given in Annexure 5A to this Report.

8. SUBSIDIARY COMPANY MONITORING FRAMEWORK

The Company has only one Subsidiary Company viz. Amulet Technologies Limited which is non-material Subsidiary Company in terms of applicable laws read with Company's Material Subsidiary Company. The Subsidiary Company is managed by their respective Board of Directors in the best interest of their stakeholders.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements are reviewed on quarterly basis by the Company's Audit Committee.
- Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.
- Review / Scrutiny of investments in the Subsidiary Company by the Audit Committee and Board of Directors in their meeting.

Date:

Place: New Delhi

**For and on behalf of Intec Capital
Limited**

Sd/-

S.K.Goel

Non- executive Independent Director

DIN:00963735

Sd/-

Sanjeev Goel

Managing Director

DIN:00028702

Dated: 23rd May, 2022

To
Department of Corporate Affairs
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 526871

**Sub: Compliance under Regulation 24A of the SEBI (Listing Obligation & Disclosure Requirements)
Regulation, 2015**

Dear Sir,

In terms of Regulation 24A of the SEBI(Listing Obligation & Disclosure Requirements) Regulation ,2015, we enclose Annual Secretarial Compliance Report dated 21st May 2022 duly issued by M/s Aprit Garg & Associates Practicing Company Secretaries for the Financial Year ended 31st March, 2022.

This is for your information and records purpose.

Thanking You

Yours faithfully

For Intec Capital Limited

VANDANA
VIJAYKUMAR
DAS
Date: 2022.05.23
17:24:21 +05'30'

**Vandana Das
Company Secretary & Compliance Officer**

Encl.: As above.

INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd. Off.: 708, Manjusha Building, 57 Nehru Place, New Delhi – 110019. T +91-11465200/300 F +91-114652 2333

www.inteccapital.com



Arpit Garg & Associates

(Company Secretaries)
B-5/163 Sector 8 Rohini Delhi 110085 (INDIA)
Email ID: arpitgargcs@gmail.com

Date: 21.05.2022

To,
The Board of Directors & Members
Intec Capital Limited
708, Manjusha Building,
57 Nehru Place,
New Delhi-110019.

**Annual Secretarial compliance report of 'Intec Capital Limited'
for the Financial Year ended 31st March, 2022.**

I, Arpit Garg, of M/s Arpit Garg & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by the subject Company ("the Listed Entity"),
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended, 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not Applicable to the Listed Entity During the Review Period.)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not Applicable to the Listed Entity During the Review Period.)*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the Listed Entity During the Review Period.)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not Applicable to the Listed Entity During the Review Period.)*



Arpit Garg & Associates

(Company Secretaries)

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(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(Not Applicable to the Listed Entity During the Review Period.)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Listed Entity During the Review Period.)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Investor Complaint – Regulation 13(1) Failure to ensure that adequate steps are taken for expeditious redressal of investor complaints	It has been observed that there was an investor complaint which remained unresolved at the end of the Quarter.	The listed entity had replied via mail on 06 th January, 2022 and 21 st February, 2022 and filed ATR on 16.05.2022 and is pending with the Stock Exchange (BSE).

(b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by the Listed Entity, if any	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.



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(Company Secretaries)

B-5/163 Sector 8 Rohini Delhi 110085 (INDIA)

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(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous Reports	Observations made in the Secretarial Compliance Report for the Year ended 30 th March, 2021	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1.	-	Regulation 17(1A) under SEBI (LODR) Special Resolution for appointment or continuation of non-executive director who has attained the age of 75 years Mrs. Kumud Gupta turned 75 in January, 2021 but Special Resolution was not Passed. However, she resigned from Board on 31 st March, 2021.	It has been observed that there has been a delay of approximately 69 days in giving effect to the said compliance. A penalty of Rs. 1,62,840/- including GST @18% i.e., 24,840 was imposed upon the Listed Entity by the 'Bombay Stock Exchange' in this regard. The Listed Entity have complied with the directions of the Bombay Stock Exchange and paid such penalty on 27 th May, 2021.	Listed Entity has paid the late penalty on 27th May, 2021
2.	-	Regulation 17(1A) under SEBI (LODR) For Mr. S.K. Goel, Special Resolution was passed on 26 th	It has been observed that there has been a delay of approximately 136 days in giving effect to the said compliance. The company has applied for a waiver of levied	The decision for the waiver is awaited



Arpit Garg & Associates

(Company Secretaries)

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		December, 2020	penalty at the Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP) ("Waiver Committee") on 08th January 2021, 14 th September, 2021 and 15 th March, 2022.	
3.	-	Regulation 17(1) under SEBI (LODR) Composition of Board of Top 2000 Listed Entities on the basis of Market Capitalisation	As on 31 st March, 2020, the company was in the list of top 2000 Listed Entities as per Market Capitalisation, but the board was not duly constituted of 6 Directors. However, the board was duly constituted on 26 th December, 2020.	It has been observed that there has been a delay of approximately 269 days in giving effect to the said compliance. A penalty of Rs. 5,36,900/-including GST @18% i.e., Rs. 81,900 was imposed upon the Listed Entity by the 'Bombay Stock Exchange' for Non-Compliance w.r.t to constitution of Board of 6 Directors for Quarter Ended June, 2020. Further, a penalty of Rs. 5,42,800/-including GST @18% i.e., Rs. 82,800 was imposed upon the Listed Entity by the 'Bombay Stock Exchange' for Non-Compliance w.r.t to constitution of Board of 6 Directors for Quarter Ended September, 2020. Furthermore, a penalty of Rs. 5,07,400/-including GST @18% i.e., Rs. 77,400 was imposed



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				upon the Listed Entity by the 'Bombay Stock Exchange' for Non-Compliance w.r.t to constitution of Board of 6 Directors for Quarter Ended December, 2020. However, the penalty for the Quarter ended June & September, 2020 was waived off and the Listed Entity has paid the penalty for the Quarter ended December, 2020 on 16.03.2022.
		Regulation 3(5) of SEBI (PIT) Maintenance of Structured Digital Database (SDD)	The company is in process of finalizing the appropriate vendor for Maintenance of Structured Digital Database (SDD) to ensure the timely compliance of the said regulation.	The Listed Entity has placed the vendor and has proper Digital Database in line.

For M/s Arpit Garg & Associates

**ARPIT
GARG**

Digitally signed by
ARPIT GARG
Date: 2022.05.21
17:03:07 +05'30'

CS Arpit Garg
(Practicing Company Secretary)
ACS No: 60674
C P No: 22703
UDIN: A060674D000362096
Place: New Delhi
Date: 21.05.2022



UMESH KUMAR & ASSOCIATES

COMPANY SECRETARIES

Office No. 201, Sagar Plaza-II, 2nd Floor, Plot No. 27,
Behind M2K Cinema, DDA Complex, Near Rani Bagh,
Road No. 44, Pitampura, New Delhi-110034

Ph.: +91-9990137410, +91-9999550383

E-mail : csumesh07@gmail.com

GST No. 07APOP1480P127

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members
INTEC CAPITAL LIMITED
708, Manjusha Building
57 Nehru Place, New Delhi-110019

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of INTEC CAPITAL LIMITED having CIN: L74899DL1994PLC057410 and having registered office at 708, Manjusha Building, 57 Nehru Place New Delhi -110019 (hereinafter referred as the 'Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of Appointment
1.	Sanjeev Goel	00028702	15/02/1994
2.	Surender Kumar Goel	00963735	13/02/1998
3.	Rakesh Kumar Joshi	02410620	27/02/2002
4.	Shilpy Chopra	07161915	12/05/2021
5.	Ramesh Tyagi	09009275	26/12/2020
6.	Shalini Rahul	09357650	13/10/2021

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For UMESH KUMAR & ASSOCIATES
COMPANY SECRETARIES



CS UMESH KUMAR
M. No 21567-C.P No- 8361
UDIN: A021567D000663472

Place: New Delhi
Date: 21/07/2022

Our Banker : HDFC Bank Limited, 10/30, East Patel Nagar, New Delhi-110008
HDFC Current Account No. 13652000000973 Name : Umesh Kumar & Associates IFSC Code : HDFC0001365
SWIFT CODE : HDFCINBBDEL