

# INTEC CAPITAL LIMITED

CIN : L74899DL1994PLC057410

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## NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) as amended, Secretarial Standard-2 on General Meetings (the “**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (the “**MCA Circulars**”) in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolutions are proposed to be passed by the Members of Intec Capital Limited (the “**Company**”) through Postal Ballot by way of voting through electronic means (“**e-voting**”) only.

As per the MCA Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the “**Notice**”) only by way of e-mail to all its Members who have registered their e-mail addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolutions in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors has appointed CS Priyank Kukreja (ICSI Membership COP – 19465, ACS No. A40585), as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. The remote e-voting commences on **Wednesday, November 23<sup>rd</sup>, 2022 [From 9.00 a.m. (IST)]** and ends on **Thursday, December 22<sup>nd</sup>, 2022 [Till 5.00 p.m. (IST)]**. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Managing Director of the Company on or before Saturday, 24th December, 2022 at the Registered Office of the Company at ‘708, Manjusha Building 57, Nehru Place, New Delhi-110019’. The results of the Postal Ballot will be posted on the Company’s website viz., [www.inteccapital.com](http://www.inteccapital.com) and also at website of

Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) besides being communicated to the Stock Exchange viz., BSE Ltd., where the Company's shares are listed.

Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5.00 P.M. I.S.T. on Thursday, 22<sup>nd</sup> December, 2022 (the last day to cast votes electronically) to be eligible for being considered.

## **PROPOSED RESOLUTION**

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

**Appointment of Mr. Himanshu Purwar (DIN: 08203477), as Non-Executive Independent Director of the Company who is appointed by Board of Directors for a consecutive period of five (5) years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Companies (Appointment and Qualification of Directors) Rules, 2014, and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") and also the provisions of the Articles of Association of the Company, Mr. Himanshu Purwar (DIN: 08203477) who was appointed by the Board of Directors of the Company as an Additional Director with effect from September 27<sup>th</sup>, 2022 and for whose appointment, approval of the Members of the Company is required to be taken before the next General Meeting under the provisions of the Act or within a period of 3 months from the date of appointment in line with the applicable provision of the SEBI LODR, 2015, whichever is earlier, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company 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, For Intec Capital Limited**  
**New Delhi-110019**

**By order of Board of Directors**

-- sd/--  
**(Sanjeev Goel)**  
**Managing Director**  
**DIN: 00028702**

**Date: 12<sup>th</sup> November, 2022**

**Place: New Delhi**

**NOTES:**

- 1.** The Explanatory Statement under Section 102 of the Act pertaining to the proposed item of Special Business setting out the material facts and the reasons thereof is annexed herewith for consideration and forms part of this Postal Ballot Notice.
- 2.** The Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") ("collectively referred to as **Depositories**"). If Members' e-mail address is not registered with the Company/Depositories, they are requested to follow the process provided in the Notes to receive Postal Ballot Notice and login ID & password for remote e-voting. The communication of assent or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.
- 3.** The Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- 4.** The Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on **Friday, November 18, 2022** and whose e-mail IDs are registered with the Company / Depositories. Members, who have not registered their e-mail IDs, are requested to follow the instructions given hereunder. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, November 18, 2022**, being the cut-off date, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 5.** The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date **Friday, November 18, 2022**. In case of joint holders, any one of such holder(s) may vote.
- 6.** Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.inteccapital.com](http://www.inteccapital.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://www.evotingindia.com>
- 7.** Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com).
- 8.** The remote e-voting commences on **Wednesday, November 23<sup>rd</sup>, 2022 [From 9.00 a.m. (IST)]** and ends on **Thursday, December 22<sup>nd</sup>, 2022 [Till 5.00 p.m. (IST)]**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date, may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
- 9.** The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot will be announced by the Managing Director of the

Company on or before Saturday, 24<sup>th</sup> December, 2022, i.e. not later than two working days from the conclusion of remote e-voting at the registered office of the Company.

**10.** The result of the Postal ballot along with the Scrutinizer's Report will be placed on the Company's website at [www.inteccapital.com](http://www.inteccapital.com), and also on the website of CDSL at <https://www.evotingindia.com> and also necessary disclosures to the BSE Limited ("BSE") ("referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. December 22, 2022.

**11.** Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to write to the Company (email ID [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)) or Beetal Financial & Computer Services Pvt. Ltd., 99 Madangir, Behind LSC New Delhi -110062 who is acting as our Registrar and Share Transfer Agent ("RTA"),(email ID: [Beetalrta@gmail.com](mailto:Beetalrta@gmail.com)) to update their respective email address by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.

**12.** Members may send their queries related to item included in the Postal Ballot Notice on the (email ID [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)) from their registered email address mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card.

### **13. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER**

The details of the process, manner and instruction for remote e-voting are as under:

**I.** The cut-off date to be eligible to vote by electronic means is Friday, November 18<sup>th</sup>, 2022. The voting rights of members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 18<sup>th</sup>, 2022.

**II.** The remote e-voting period are given below:

<b>Commencement Day, Date and Time</b>	Wednesday, November 23rd, 2022 [From 9.00 a.m. (IST)]
<b>End Day, Date and Time</b>	Thursday, December 22nd, 2022 [Till 5.00 p.m. (IST)]

During this period, members' holding shares either in physical form or in dematerialised form, as on cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

**III.** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI LODR, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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

	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
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

#### **V. Login method for e-Voting 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](http://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](http://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.
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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](mailto:complianceofficer@inteccapital.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

1. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of postal ballot and holding shares as on the cut-off date i.e. 18<sup>th</sup> November, 2022, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
2. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to e-mail such request to the Company at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)

**Explanatory statement pursuant to section 102 of the Companies Act, 2013:**

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 September 27<sup>th</sup>, 2022, appointed Mr. Himanshu Purwar (DIN: 08203477) 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"), Mr. Himanshu Purwar (DIN: 08203477) shall hold office upto the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier. However, SEBI vide amendment dated August 03, 2021 to the SEBI LODR, 2015 has added new Regulation 17 (1C) which was effective January 01, 2022 and as per the new Regulation, listed entities are now required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In order to comply with this requirement, the Board of Directors of the Company have recommended to seek the approval of Members of the Company for appointment of Mr. Himanshu Purwar (DIN: 08203477) as Independent Director on the Board through the process of Postal Ballot to comply with the amended provisions of SEBI LODR, 2015.

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 Mr. Himanshu Purwar (DIN: 08203477) for appointment as Director of the Company. Mr. Himanshu Purwar (DIN: 08203477) was given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from him stating that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Additional information in respect of Mr. Himanshu Purwar (DIN: 08203477), pursuant to LODR Regulation 36(3), and the Secretarial Standard on General Meetings, is appearing in **Annexure-A** to this Notice.

He 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.

Mr. Himanshu Purwar (DIN: 08203477), 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.

<b>Annexure -A</b>	
<b>Details of Appointment/re-appointment of Non -executive Independent Director</b>	
<b>Particulars</b>	<b>Mr. Himanshu Purwar</b>
Director Identification Number (DIN)	08203477
Date of Birth / Age	20/08/1992 & 30 years
Qualifications	Associate Company Secretary (ICSI) and Bachelor of Legislative Law.
Experience (including expertise in specific functional area) / Brief Resume	a) Mr. Himanshu Purwar is having skilled professional qualifications like Associate Company Secretary, Bachelor of Legislative Law. b) Mr. Purwar has worked as a Professional

	<p>Director in Various Companies like CADS Management Private Limited and Purwar Consultancy Private Limited and associated with Eapro Global Limited as Non-Executive Independent Director.</p> <p>c) He is currently heading his own practicing firm as Corporate Consultant. He had advised premier Indian and International firms and Corporates on both Corporate Law and Compliances Matters.</p> <p>d) He is actively working for betterment of his profession as an Associate Member of the Institute of Company Secretaries of India (ICSI), and the Indian Institute of Corporate Affairs.</p>
Appointment / Re-appointment	Appointment
Terms and Conditions of Appointment / Re-appointment	As per the appointment letter.
Date of first appointment on the Board	27/09/2022
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	0
Directorships of other Boards as on March 31, 2022	EAPRO GLOBAL LIMITED
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	NIL

**Registered Office:**

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

**By order of Board of Directors**

-- sd/--  
**(Sanjeev Goel)**  
**Managing Director**  
**DIN: 00028702**

**Date: 12<sup>th</sup> November, 2022**

**Place: New Delhi**