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NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting (AGM / 30th AGM) of the members of **INTEC CAPITAL LIMITED** ("the Company") will be held on **Thursday 26th September, 2024** at 12:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024 together with the Directors' and Auditors' Reports thereon.

To receive, consider and adopt the Audited Financial Statements of the Company which include Standalone and Consolidated Balance Sheet as at March 31, 2024, Standalone and Consolidated Statement of Profit & Loss for the Financial year ended on that date together with schedule(s), annexure(s) and note(s) thereon and the cash flow statement of the Company ("Financial Statement") and the report of the Board of Director(s) ("Board") and the Statutory Auditor(s) thereon.

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 appoint a director in place of Mr. Sanjeev Goel, Managing Director (DIN: 00028702), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: To appoint Mr. Arjunn Kumar Tyagi (DIN: 02967667) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arjunn Kumar Tyagi (DIN: 02967667), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Company with effect from 06th August, 2024 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non- Executive Independent) of the Company to hold office for five consecutive years with effect from the date of appointment i.e. 06th August, 2024 to 05th August, 2029 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 4: To appoint Mrs. Ursala Joshi (DIN: 08810331) as a Director (Non-Executive and Non-Independent) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, Mrs. Ursala Joshi (DIN: 08810331), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 14th August, 2024 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non- Executive Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 5: To Re-appoint Mr. Sanjeev Goel (DIN: 00028702), as Managing Director of the Company for a further period of five (5) Years starting from 1st April 2025 till 31st March 2030:

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

“**RESOLVED THAT** Pursuant to the provisions of Sections 196, 197, and 203 read with Schedule–V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the shareholders be and is hereby accorded to re-appoint Mr. Sanjeev Goel, (DIN 00028702) as Managing Director of the Company for a further period of 5 years with effect from 1st April 2025 and ending 31st March 2030 and his terms of appointment is liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director shall be subject to him getting re-appointed and such re-appointment shall not tantamount to break in the tenure of his re-appointment as Managing Director and all other terms and conditions of the re-appointment shall remain unchanged.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 & 198 of the Companies Act, 2013 read with Schedule–V and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such permissions, consents and approvals from various authorities as may be required and subject to compliances of the conditions as specified in Schedule V of the Companies Act, 2013 and also such conditions, if any, that may be imposed by any authority while granting their permissions, on recommendation of Nomination and Remuneration Committee (NRC) and Board of Directors, consent of the shareholders be and is hereby accorded for the payment of Remuneration to Mr. Sanjeev Goel, Managing Director for the three (3) Financial Years i.e. for Financial Year 2025–2026, 2026–2027 and 2027–2028, to the extent of 5% of Net Profit subject to maximum of Rs.150 Lakhs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and in case the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sanjeev

Goel, (DIN 00028702) Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director and in compliances of the condition specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sanjeev Goel shall carry out all his duties subject to supervision, control and direction of the Board of Directors of the Company and his reappointment will not tantamount to break in his services and accordingly he will continue to be one of the Key Managerial Person of the Company subject to approval of shareholders.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the company be and is hereby authorized to do all such acts and take necessary action for the purpose of giving effect to the above said resolution.”

Item No. 6: To approve the availing of credit facility from Modern Credit Private Limited as a Material Related Party Transaction:

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

“RESOLVED THAT pursuant to the provisions of Section 179, 180 of the Companies Act, 2013 (“Act”) and other applicable provisions read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors to avail additional unsecured loan for meeting the working capital requirements of the Company, for an amount not exceeding Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs), in one or more tranches from time to time as and when the need arises, aggregating to total loan amount of Rs. 7,82,00,000 (Rupees Seven Crore Eighty Two Lakhs) from M/s Modern Credit Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, at a rate of interest of 15% per annum, for a maximum tenor of 36 months and on such other terms and conditions as may be mutually agreed upon provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof) and such money borrowed, together with the money already borrowed by the company shall be within limits as prescribed in section 180(1)(c) of the Companies Act, 2013 vide shareholders resolution passed by the Members in AGM held 25.09.2018 or any modification thereto .

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the members be and is hereby accorded to the following transaction:

| S. No. | Particulars | Details |
|--------|--|--|
| a. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | M/s Modern Credit Private Limited, Mr. Pranav Goel is a Director in Modern Credit Private Limited and he is also a Relative of Mr. Sanjeev Goel, Managing Director of the Company, holding place of profit in the Company as Chief Manager (IT & Infra). |
| b. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Sanjeev Goel, Managing Director of the Company |
| c. | Nature, material terms, monetary value and particulars of contracts or arrangement | Short term unsecured loan for an amount not exceeding Rs. 7,82,00,000/- at 15% per annum for a maximum tenor of 36 months. |

| | | |
|--|---|---|
| d. | Tenure of the transaction | Maximum period of 36 months |
| e. | Value of the proposed Transaction | Additional limit of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs) |
| f. | Percentage of annual consolidated turnover considering FY23 as the immediately preceding financial year | 93.88% |
| 2. Justification for the transaction | | For the working capital requirements of the Company for its operations. |
| 3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | | |
| (i) | details of the source of funds in connection with the proposed transaction | Not Applicable |
| (ii) | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure | |
| (iii) | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | |
| (iv) | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | |
| 4. Any valuation or other external report relied upon by the listed entity in relation to the transactions | | - |
| 5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | | - |
| 6. Any other information that may be relevant: | | The Board of directors in its meeting held on 25 th September, 2023, had approved the borrowing of fund from M/s Modern Credit Private Limited amounting to Rs. 32,00,000/- and in the meeting held on 11 th October, 2023, had approved the borrowing of fund amounting to Rs. 5,00,00,000/-. Now considering the requirements of funds it is proposed to seek the approval of additional borrowing up to Rs. 2,50,00,000 from M/s Modern Credit Private Limited. All other important information forms part of the statement setting out material facts of the proposed RPTs. |
| 7. any advance paid or received for the contract or arrangement, if any: | | Not Applicable |
| 8. The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract | | The loan is proposed to be availed at the rate of interest not being lower than the prevailing yield of Government Security closest to the tenor of the loan and in view of the current situation of the Company. All terms have been considered in the transaction proposed. |
| 9. 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 Mr. Sanjeev Goel, Managing Director of the Company be and is hereby authorized to execute any agreements, deeds, documents and writings and do all acts, deeds, matters and things as may be required by the lender including without limitation admitting execution of documents with the offices of registrar of companies or with any other regulatory authority as required under the applicable law and to do all such acts, deeds and things necessary for giving effect to this resolution.

RESOLVED FURTHER THAT Mr. Sanjeev Goel, Managing Director of the Company shall be the authorized signatory of the Company, for all other purposes in relation to availing of the aforesaid Facility.

Registered Office:

708, Manjusha, 57 Nehru Place,
New Delhi – 110019

CIN: L74899DL1994PLC057410

Email: complianceofficer@inteccapital.com

By Order of the Board of Directors

For Intec Capital Limited

Sd/-

(Radhika Garg)

Company Secretary & Compliance officer

Place: New Delhi

Date: August 14, 2024

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH PARA 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS

Item No. 3:

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board had passed and approved the appointment of Mr. Arjunn Kumar Tyagi (DIN: 02967667) as an Additional Director (Non-Executive - Independent) on the Board of the Company w.e.f 06.08.2024 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of appointment i.e. 06th August, 2024 to 05th August, 2029.

NRC, inter alia, have identified experience in Financial Services, Leadership capabilities, Expertise in Governance, Risk Management, Strategic Investments, and Business Transformation & Strategy as the skills and capabilities required for the role.

Considering the profile and experience of Mr. Arjunn Kumar Tyagi, the NRC and the Board is of the view that he meets the above skills and capabilities. Mr. Arjunn Kumar Tyagi is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 (the 'Act').

He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Arjunn Kumar Tyagi fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

In connection with the aforementioned, a notice in writing in prescribed manner as required by section 160 of the Act and Rules made thereunder has been received by the Company, regarding candidature of Mr. Arjunn Kumar Tyagi for the office of the director. The copy of letter of appointment issued to Mr. Arjunn Kumar Tyagi setting out the terms and conditions of his appointment is available electronically for inspection by the members.

In terms of regulation 25(2A) of the Listing Regulations, a Special Resolution is required for appointment of an Independent Director. Further, as per regulation 17(1C) of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

Relevant details relating to appointment of Mr. Arjunn Kumar Tyagi as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure - I" to this Notice.

The Board recommends the **Special Resolution** for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board have passed and approved the appointment of Mrs. Ursala Joshi (DIN: 08810331) as an Additional Director (Non-Executive Non Independent) on the Board of the Company w.e.f 14.08.2024 to hold office till the conclusion

of the next Annual General Meeting.

NRC, inter alia, have identified experience in Corporate Law, Expertise in Governance & Strategy as the skills and capabilities required for the role.

Considering the profile and experience of Mrs. Ursala Joshi (DIN: 08810331), the NRC and the Board is of the view that she meets the above skills and capabilities. Mrs. Ursala Joshi (DIN: 08810331) is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 (the 'Act').

She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company.

In connection with the aforementioned, a notice in writing in prescribed manner as required by section 160 of the Act and Rules made thereunder has been received by the Company, regarding candidature of Mrs. Ursala Joshi (DIN: 08810331) for the office of the director. The copy of letter of appointment issued to Mrs. Ursala Joshi (DIN: 08810331) setting out the terms and conditions of her appointment is available electronically for inspection by the members.

Relevant details relating to appointment of Mrs. Ursala Joshi (DIN: 08810331) as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure - I" to this Notice.

The Board recommends the **Ordinary Resolution** for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item no. 5

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company by shareholders on 27th September 2019 for a period of 5 years starting from 1st April, 2020 and ending on 31st March, 2025.

The present appointment of Mr. Sanjeev Goel as Managing Director expires on 31st March, 2025.

The performance of the Company under Mr. Sanjeev Goel's leadership reflects a cohesive strategy, innovative thinking, and effective execution. His vision and guidance have undoubtedly played a crucial role in steering the Company amidst ever-changing market dynamics.

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

Basis this the Nomination and Remuneration Committee and the Board of Directors in its meeting held on 14th August 2024 had recommended the re-appointed Mr. Sanjeev Goel as Managing Director of the Company for a further period of 5 years starting from 1st April 2025 and ending on 31st March, 2030.

In light of the factors discussed, it becomes imperative to prioritize the continuity and stability of our current leadership. By doing so, the best interests of the Company and its stakeholders are effectively safeguarded. Maintaining a steady hand at the helm ensures consistency in strategic direction and operational execution, which in turn fosters confidence and trust among stakeholders of the Company.

Now, the Board hereby propose this resolution as special resolution for re-appointment of Mr. Sanjeev Goel as Managing Director, liable to retire by rotation, of the Company for a period commencing from 1st April 2025 and ending on 31st March, 2030 and such re-appointment shall not tantamount to break in the tenure of his re-appointment as Managing Director and all other terms and conditions of the re-appointment shall remain

unchanged.

For details pertaining to brief resume of Mr. Sanjeev Goel, age, qualification and nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided as "Annexure - I" of this Notice and the Corporate Governance Report forming part of the Annual Report.

The Board has also proposed to the shareholders the remuneration to be payable to Mr. Sanjeev Goel, Managing Director for three financial year i.e. for Financial Year 2025–2026, 2026–2027 and 2027–2028, to the extent of 5% of Net Profit subject to maximum of Rs.150 Lakhs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and in case the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sanjeev Goel, (DIN 00028702) Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director and in compliances of the condition specified in Schedule V of the Companies Act, 2013

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

Nature of Industry: Providing Financial Services.

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

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

Financial Performance:

| Particulars | 2023-24 | 2022-23 | 2021-22 |
|---|-----------------|------------------|---------------|
| Total Income | 379.68 Lakhs | 985.28 Lakhs | 1094.67 Lakhs |
| Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013 | (1369.10) Lakhs | (2,663.69) Lakhs | 359.10 Lakhs |
| Net Worth | 3550.23 Lakhs | 4917.22 Lakhs | 7578.72 Lakhs |

II. Information about the Appointee:

(1) Background Details: Mr. Sanjeev Goel, aged 60 years, is a Fellow member of Institute of Chartered Accountants of India and has done MBA from university of IOWA (USA). He has total work experience of 27 years in the financial sector.

(2) Past remuneration: On the recommendation of the Nomination Committee and Board of Directors, the shareholders in its 27th Annual General Meeting held on 15th September 2021 had approved the

remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2022–2023, 2023–2024 and 2024– 2025 for the maximum amount of Rs. 150 Lakhs per annum (One Hundred and Fifty Lakhs).

(3) Job profile and his suitability, recognition or awards: Mr. Sanjeev Goel is Chartered Accountant by qualification and is contributing and advising on the corporate, legal and financial affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company. under his superior efforts and pragmatic leadership the Company has progressed steadily.

(4) Remuneration Proposed: The proposed remuneration is Rs. 150 Lacs (Rupees One Hundred Lacs Only) per annum (same is set out in the Special Resolution in the Notice of this ensuing Annual General Meeting).

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Sanjeev Goel and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to managerial position in other Companies.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any: Besides, the remuneration proposed, Mr. Sanjeev Goel does not have any other pecuniary relationship either with the Company or with its Managerial Personnel.

III. **Other Information:**

(1) Reasons of loss or inadequate profits: Due to current business environment & challenges incurred by the business in its operations

(2) Steps taken or proposed to be taken for improvement: The Company takes various steps on a regular basis for improving efficiency in the recoveries. Further, the management has adopted focused business strategies and planning how to resolve the NPA pool.

(3) Expected increase in productivity and profits in measurable terms: The Company's productivity is expected to increase with improvement in key process like disbursements, operations etc., automation of processes with higher usage of information technology, improvement in collection efficiency. However, it is difficult at this stage to quantify the benefits of the measures taken / to be taken by the Company to improve the overall performance.

IV. **Disclosures**

(1) The disclosure on remuneration package payable to the Managing Director contained in the above notice.

(2) The Additional information is given in Corporate Governance report.

On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on 14th August 2024 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2025–2026, 2026–2027 and 2027–2028 for the maximum amount of Rs. 150 Lakhs per annum (One Hundred and Fifty Lakhs) as set out in the special resolution of this ensuing 30th Annual General Meeting for the approval of shareholders. This statement may also be regarded as a disclosure under SEBI (LODR), 2015 of the Listing Agreement with the Stock Exchanges.

The Shareholding details of Mr. Sanjeev Goel, Managing Director as on 31st March 2024:

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

The Board of Directors is of the opinion that re-appointment and remuneration to Mr. Sanjeev Goel, Managing Director Aged 60 years is properly justified, considering his contributions in the growth of the Company as explained above, and in terms of the Provisions of the Companies Act, 2013 a Special Resolution for Remuneration is proposed. In his capacity as Managing Director, Mr. Goel is managing the day to day business and financial operations of the Company with the purpose of increasing shareholder value; manage the efficient operations of the Company and coordinate effective interaction between the Company's various structural divisions and departments, ensuring the proper development and improvement of their performance; work to improve the Company's performance; growth of sales and profit, quality and competitiveness of the Company's product, product compliance with world standards, growth of domestic (and world) market share; and satisfying customer demands; or such other roles and responsibilities as may be assigned to him by the Board from time to time. Mr. Sanjeev Goel is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board of Directors recommends the passing of the **Special Resolution** contained in Item no. 5 of the accompanying notice for the approval by Shareholders.

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

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

Item no. 6

The following Statement sets out all material facts relating to Item No. 6 mentioned in the accompanying Notice.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand,

the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

It is further informed that on the recommendation of the Audit Committee and approval of the Board of Directors in their meeting held on September 25, 2023, the Company had availed the unsecured loan for meeting the working capital requirements of the Company from M/s Modern Credit Private Limited (hereinafter referred to as "Lender") for an amount not exceeding to Rs. 32,00,000/- (Rupees Thirty Two Lakh) and pursuant to the approval of the Board of Directors in the meeting held on 11th October, 2023, had approved the borrowing of fund amounting to Rs. 5,00,00,000/- subject to approval of members. The members of the company had approved this transaction through postal ballot on 16th November, 2023.

It is further informed that considering the requirement of raising additional funds in order to meet working capital requirements of the Company for its operations and principal business activities, it is proposed to approach and request M/s Modern Credit Private Limited to extend a further credit facility, in addition to the previously sanctioned facility amounting to Rs. 5,32,00,000/-, in the form of unsecured loan for an amount not exceeding Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs) at a rate of interest of 15% per annum and upon such terms and conditions as may be mutually agreed upon, for a maximum tenor of 36 months, in one or more tranches as and when the need arises and such money borrowed, together with the money already borrowed by the company shall be within limits as prescribed in section 180(1)(c) of the companies vide shareholders resolution passed by the Members in AGM held 25.09.2018.

The Audit Committee of the Company consisting of Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on August 14, 2024, reviewed and approved the said transaction, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

As per Regulation 23 of the SEBI Listing Regulations, related parties of the Company are not permitted to vote to approve the resolution set out in Item No. 6 of this Notice whether the related party is a related party to the proposed transaction or not.

Except Mr. Sanjeev Goel and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, entirely in this agenda item no. 6.

The documents relating to this business will be available for inspection from 11:00 A.M. to 05:00 P.M. on all working days at the registered office.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") is set forth in "Annexure II".

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

| Name of the Director | Mr. Arjunn Kumar Tyagi | Mrs. Ursala Joshi | Mr. Sanjeev Goel |
|--|--|--|---|
| DIN | 02967667 | 08810331 | 00028702 |
| Date of Birth | 02/10/1987 | 22/03/1957 | 07/09/1963 |
| Age | 36 Years | 67 Years | 60 Years |
| Nationality | Indian | Indian | Indian |
| Date of first appointment on the Board | 06/08/2024 | 14/08/2024 | 15/02/1994 |
| Qualifications | CS and LL.B | B.A | Fellow member of Institute of Chartered Accountants of India and has done MBA from University of IOWA (USA) |
| Expertise in specific functional areas | He is having more than 10 years of experience in the field of corporate law. | She is having more than 35 years of experience in the field of administrative and corporate matters. | He has total work experience of more than 25 years in the financial sector. |
| No. of Board Meetings attended during the financial year 2023-24 | 0 | 0 | Six |
| Directorships of other Board* | None | 1. 21st Century Constructions Limited 2. Arth Udyog Limited | 1. Intec Share and Stock Brokers Limited 2. Amulet Technologies Limited |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | None | None | None |
| Number of Shares held in the Company | Nil | Nil | 644464 |
| Inter-se relationship with other Directors, Manager and Key Managerial Personnel | None | None | None |
| Terms and Conditions of appointment or reappointment | As per the appointment letter | As per the appointment letter | As per the appointment letter |

| | | | |
|---|---|--|-----|
| Membership/ Chairmanship of Committees of other Boards | NA | NA | NA |
| Remuneration last drawn | NA | NA | NIL |
| Remuneration proposed to be paid | He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company. | She will be eligible for payment of sitting fees as payable to other non- executive directors of the Company as per the Remuneration Policy of the Company | NA |

**a) The Directorships/Committee Memberships excludes private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.*

b) Only two committees viz. Audit Committee and Stakeholder Relationship Committee have been considered for determining Chairmanship/Membership which is pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS ENTERED / TO BE ENTERED IN TERMS OF THE SEBI CIRCULAR DATED NOVEMBER 22, 2021.

| S. No. | Particulars | Resolution at Item No. 6 |
|--|---|---|
| 1. A summary of information provided by the management to the Audit Committee: | | |
| a. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); | M/s Modern Credit Private Limited, Mr. Pranav Goel is a Director in Modern Credit Private Limited and he is also a Relative of Mr. Sanjeev Goel, Managing Director of the Company, holding place of profit in the Company as Chief Manager (IT & Infra) |
| b. | Name of the director or key managerial personnel who is related, if any and nature of relationship | Mr. Sanjeev Goel, Managing Director of the Company |
| c. | Nature, material terms, monetary value and particulars of contracts or arrangement | Short term unsecured loan for an amount not exceeding Rs. 7,82,00,000/- at 15% per annum for a maximum tenor of 36 months in one or more tranches. |
| d. | Tenure of the transaction | Maximum period of 36 months |
| e. | Value of the proposed Transaction | Additional limit of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs) |
| f. | Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year | 93.88% |
| 2. Justification for the transaction | | For the working capital requirements of the Company for its operations. |
| 3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | | |
| (i) | details of the source of funds in connection with the proposed transaction | Not Applicable |
| (ii) | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and – tenure | |
| (iii) | applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | |
| (iv) | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | |
| 4. Any valuation or other external report relied upon by the listed entity in relation to the transactions | | - |

| | |
|--|--|
| 5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| 6. Any other information that may be relevant: | All important information forms part of the statement setting out material facts of the proposed RPTs. |

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item nos. 3, 4, 5 and 6 of the Notice is annexed hereto and forms part of this Notice. The Board of Directors has considered and decided to include Item Nos. 3, 4, 5 and 6 as given above as Special Business in the forthcoming AGM as they are unavoidable in nature. The relevant details as set out under Item Nos. 2, 3, 4 and 5 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment and appointment at this AGM are also annexed to this Notice.
2. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").
3. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").
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 through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 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. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice
6. 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.
7. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2023-2024 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-2024 and Notice of the 30th AGM of the Company, may send request to the Company's e-mail address at complianceofficer@inteccapital.com mentioning Folio No./DP ID and Client ID.

Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at complianceofficer@inteccapital.com on or before Wednesday, September 18, 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Pursuant to Section 113 of the Act, institutional / corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting / attending AGM, to complianceofficer@inteccapital.com.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India ("ICSI"), Regulation 44 of Listing Regulations 2015, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 30th AGM to those Members participating in the 30th AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
10. The Board of Directors of the Company has appointed Mr. Priyank Kukreja, (M. No. A40585 and Certificate of Practice No. 19465), Practicing Company Secretaries as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner. The Scrutinizer shall submit his / her report, to the Chairman or any person authorized by him, on the voting in favour or against, if any, within two working days from the conclusion of the Meeting. The results declared along with the consolidated Scrutinizer's Report of the meeting shall be placed on the website of the Company at <https://www.inteccapital.com/investors/shareholders-notices-and-voting-results/agmegm-notices-and-results/>. The results shall simultaneously be communicated to the Stock Exchange and on CDSL's website www.evotingindia.com, immediately after the result is declared by the Chairman.
11. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to complianceofficer@inteccapital.com.
12. 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 Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of the AGM.
13. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents viz., M/s Beetal Financial & Computer Services Pvt. Ltd. 99 Madangir, Behind LSC New Delhi -110062.
14. Members who have not yet registered their e-mail addresses and mobile numbers are requested to update the said details in the records of the relevant depositories (National Securities Depository Limited / Central Depository Services (India) Limited) through their depository participants (Or) may contact the Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services Pvt. Ltd. 99 Madangir, Behind LSC New Delhi -110062, Telephone: 011-29961281-283 , 26051061, 26051064, E-mail: beetalrta@gmail.com for receiving any documents / communication from the Company.
15. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
16. Members may note that the Notice of AGM and the Annual Report for the financial year 2023-2024 will also be available on the Company's website www.inteccapital.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com. For any communication in this regard, including the requirement of physical copy of Annual Report, members may send their request letters to complianceofficer@inteccapital.com / beetalrta@gmail.com.

17. Members may join the 30th AGM through VC Facility by following the procedure as mentioned below in the notice, which shall be kept open for **the Members from 11:45 A.M. IST i.e.** 15 minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 30th 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.
18. 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.
19. The Remote e-voting starts at 09.00 A.M. on Monday, 23rd September 2024 and ends at 05.00 P.M. on Wednesday, 25th September, 2024. 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. Thursday, 19th September, 2024 (cut-off date) may cast their vote electronically.
20. 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 Thursday, 19th September, 2024 (cut-off date).

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.

- 1) The voting period begins at 09.00 A.M. on Monday, 23rd September 2024 and ends at 05.00 P.M. on Wednesday, 25th September, 2024. 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 Thursday, 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) 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.

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/EasiRegistration4) 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.jsp3) 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. |

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.

- i. 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) | 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. <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. |

- 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 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 mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com on or before Wednesday, September 18, 2024. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@inteccapital.com on or before Wednesday, September 18, 2024. 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.
4. 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.

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. 08th September, 2023, 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.

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.

Registered Office:

708, Manjusha, 57 Nehru Place,
New Delhi – 110019

CIN: L74899DL1994PLC057410

Email: complianceofficer@inteccapital.com

By Order of the Board of Directors

For Intec Capital Limited

Sd/-

(Radhika Garg)

Company Secretary & Compliance officer

Place: New Delhi

Date: August 14, 2024