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India 110019
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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of The Companies Act, 2013, Read with Rules 22 of The Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Members,

Notice is hereby given to the Members of Intec Capital Limited ("the Company") pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members of the Company (as of the Cut-off date) through Postal Ballot by way of voting through remote electronic voting process ("Remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution setting out the material facts concerning the resolution and the reasons and rationale thereof is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at www.inteccapital.com.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the Remote E-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

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

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from **09:00 a.m. (IST) on Wednesday, January 29, 2025, and ends at 05:00 p.m. (IST) on Thursday, February 27, 2025**. The e-voting module shall be disabled by CDSL for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the chairman of the meeting or to any other person authorized

by the Board upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before **Friday, February 28, 2025**. The said results would be displayed at the Registered Office of the Company and would also be intimated to the BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.inteccapital.com and also at website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Thursday, February 27, 2025, viz. last date specified by the Company for e-voting.

ITEM NO. 1

TO APPROVE AVAILING OF CREDIT FACILITY FROM MR. SANJEEV GOEL 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 unsecured loan for meeting the for meeting the shortfall of funds towards the one-time settlement as sanctioned by the consortium lenders led by Bank of India from Mr. Sanjeev Goel, Managing Director and one of the Promoters of the Company (hereinafter referred to as "Lender") for an amount not exceeding Rs. 40,00,00,000 (Rupees Forty Crores) in one or more tranches, from time to time as and when the need arises at a rate of interest of 15% per annum for a maximum tenor of 48 months, and on such other terms and conditions as may be mutually agreed between the company and Mr. Sanjeev Goel, Managing Director and Promoter and such money proposed to be 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 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);	Mr. Sanjeev Goel, Managing Director of the Company
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	Unsecured loan for an amount not exceeding Rs. 40,00,00,000/- in one or more tranches at 15% per annum for a maximum tenor of 48 months.
d.	Tenure of the transaction	Maximum period of 48 months

e.	Value of the proposed Transaction	Rs. 40,00,00,000 (Rupees Forty Crores)
f.	Percentage of annual consolidated turnover considering FY23-24 as the immediately preceding financial year	1501.05%
2. Justification for the transaction		In order to cater the shortfall of funds against the one-time settlement as sanctioned by the consortium lenders led by Bank of India to be paid by 30 th June, 2025.
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	
(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	Not Applicable
(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		Not Applicable
5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis		Not Applicable
6. Any other information that may be relevant:		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 Board of Directors of the Company be and is hereby authorized to authorize any of the officer of the Company 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.”

Registered Office:

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

For Intec Capital Limited
By order of Board of Directors

Sd/-
(Pankhuri Agrawal)
Company Secretary and Compliance Officer

Date: 20.01.2025

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, January 24, 2025 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.
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, January 24, 2025**. In case of joint holders, any one of such holder(s) may vote. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, January 24, 2025, 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.

6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.inteccapital.com, websites of the Stock Exchanges at 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.

8. The remote e-voting commences on **Wednesday, January 29, 2025 [From 9.00 a.m. (IST)] and ends on Thursday, February 27, 2025 [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 **Friday, February 28, 2025**.

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, 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. **Thursday, February 27, 2025**.

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) 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) 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) 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, January 24, 2025**. 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, January 24, 2025**.

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

Commencement Day, Date and Time	Wednesday, January 29, 2025 [From 9.00 a.m. (IST)]
End Day, Date and Time	Thursday, February 27, 2025 [Till 5.00 p.m.]

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. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 ("SEBI Circulars"), 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 above SEBI Circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cDSLindia.com/myeasi/home/login or visit www.cDSLindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page or click on https://evoting.cDSLindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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
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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
- 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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. 13th October, 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.

- 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.

EXPLANATORY STATEMENT

PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice.

Item No. 1

Context and Statutory provisions for Item No.1

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 considering the one-time settlement as sanctioned by the consortium lenders led by Bank of India to be paid by 30th June, 2025, there is a requirement of additional funds in order to cater the shortfall of funds in the settlement as mentioned. Thus, it is proposed to approach and request Mr. Sanjeev Goel to extend a further credit facility, in the form of unsecured loan for an amount not exceeding Rs. 40,00,00,000 (Rupees Forty Crores) 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 48 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 January 20, 2025, 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. 1 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. 1.

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") are set forth in "Annexure 1".

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/-

(Pankhuri Agrawal)
Company Secretary and Compliance Officer

Date: 20.01.2025

Place: New Delhi

Annexure - 1

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. 1
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);	Mr. Sanjeev Goel, Managing Director of the Company
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	Unsecured loan for an amount not exceeding Rs. 40,00,00,000/- at 15% per annum for a maximum tenor of 48 months.
d.	Tenure of the transaction	Maximum period of 48 months
e.	Value of the proposed Transaction	Rs. 40,00,00,000 (Rupees Forty Crores)
f.	Percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	1501.05%
2. Justification for the transaction		In order to cater the shortfall of funds against the one-

		time settlement as sanctioned by the consortium lenders led by Bank of India to be paid by 30th June, 2025.
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		Not Applicable
5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis		Not Applicable
6. Any other information that may be relevant:		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.