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NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (AGM / 31st AGM) of the members of **INTEC CAPITAL LIMITED** ("the Company") will be held on **Friday 26th September, 2025** 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, 2025 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, 2025, 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: **Re-Appointment of Ms. Ursala Joshi (DIN: 08810331) Non-Executive and Non-Independent Director who retires by rotation and being eligible, offers herself for re-appointment.**

To appoint a director in place of Ms. Ursala Joshi, Non-Executive and Non-Independent Director (DIN: 08810331), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: **Appointment of Secretarial Auditors M/S Srishti Singh and Associates, Company Secretaries in Practice as Secretarial Auditor of the Company for a Block of Five (5) years starting from FY 01/04/2025 to 31/03/2030:**

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Srishti Singh & Associates, Company Secretaries in Practice having Membership No.50820 and COP No. 21900 be and is hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds, and things as may be deemed necessary, proper,

or expedient to give effect to this resolution."

Item No. 4: To Consider, Approve the Revision in the Remuneration of Mr. Dhruv Goel as The Chief Manager (Finance & Legal) of the Company 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 188 of the Companies Act, 2013 ("Act") read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and 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, the Nomination and Remuneration 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 revise the remuneration of Mr. Dhruv Goel a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 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) up to an amount not exceeding Rs. 5,00,000/- per month (Rupees Five Lakhs Only.) aggregating to Rs. 60,00,000/- (Rupees Sixty Lacs) per annum in one or more tranches.

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. Dhruv Goel, also a Relative of Mr. Sanjeev Goel, Managing Director of the Company, holding place of profit in the Company as Chief Manager (Finance & Legal).
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	To authorized the Board of Directors to revise the monthly remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakhs Only) in one or more tranches.
d.	Tenure of the transaction	Until Termination/Resignation
e.	Value of the proposed Transaction	Upto Rs. 60,00,000/- (Rupees Sixty Lakhs Only)
f.	Percentage of annual consolidated turnover considering FY24 as the immediately preceding financial year	16.80%
2.	Justification as to why the RPT is in the interest of the listed entity	Mr. Dhruv Goel possesses unique skills, institutional knowledge, and experience that are vital for the Company's growth and development. An increase in remuneration is necessary to ensure his continued motivation and retention, preventing the loss of a valuable asset to competitors, which could lead to significant disruption and costs for the Company.
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:	-
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	As per industry norms
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 the HR-Head of the Company and any of the Director(s) and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the upward revision of remuneration of Mr. Dhruv Goel as specified in the aforesaid resolution.

RESOLVED FURTHER THAT Any of the director(s) and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to file the necessary returns with applicable authorities, to obtain necessary approvals, if any and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.”

Item No. 5: To Consider, Approve the Revision in the Remuneration of Mr. Pranav Goel as The Chief Manager (IT & Infra) of the Company 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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and other 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, the Nomination and Remuneration 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 revise the remuneration of Mr. Pranav Goel, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 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) up to an amount not exceeding Rs. 5,00,000/- per month (Rupees Five Lakhs Only.) aggregating to Rs. 60,00,000/- (Rupees Sixty Lacs) per annum in one or more tranches.

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. Pranav Goel, 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	To authorized the Board of Directors to revise the monthly remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakhs Only) in one or more tranches.
d.	Tenure of the transaction	Until Termination/Resignation
e.	Value of the proposed Transaction	Upto Rs. 60,00,000/- (Rupees Sixty Lakhs Only)
f.	Percentage of annual consolidated turnover considering FY24 as the immediately preceding financial year	16.80%
2. Justification as to why the RPT is in the interest of the listed entity		Mr. Pranav Goel possesses unique skills, institutional knowledge, and experience that are vital for the Company's growth and development. An increase in remuneration is necessary to ensure his continued motivation and retention, preventing the loss of a valuable asset to competitors, which could lead to significant disruption and costs for the Company.
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:	-
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	As per industry norms
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 the HR-Head of the Company and any of the Director(s) and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the upward revision of remuneration of Mr. Pranav Goel as specified in the aforesaid resolution.

RESOLVED FURTHER THAT Any of the director(s) and/or Key Managerial Personnel of the Company, be and are hereby severally authorised to file the necessary returns with applicable authorities, to obtain necessary approvals, if any and to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.”

Item No. 6: Approving the payment of Remuneration to Mr. Sanjeev Goel (DIN: 00028702), Managing Director for three (3) Financial Years i.e. for Financial 2025–2026, 2026–2027 and 2027–2028 and approval of it as material related party transaction:

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

“RESOLVED THAT superseding all earlier resolution, pursuant to the provisions of Section 196, 197 & 198 of the Companies Act,2013 read with Schedule–V and other applicable provisions, if any of the Companies Act, 2013 (“the 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), 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 any other applicable provisions and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, on recommendation of Nomination and Remuneration Committee (NRC), Audit Committee and approval of the Board, the Approval of the Members of the Company be and is hereby accorded for payment of Remuneration to Mr. Sanjeev Goel, Managing Director for the three (3) Financial Years i.e. for Financial Year 2025–2026, 2026–2027 and 2027–2028, a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations, to the extent of 5% of Net Profit subject to maximum of Rs. 150 Lakhs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and while paying such remuneration it may exceeds the limits of 5% of Net Profit as at end of respective Financial Year as prescribed in second proviso of Section 197 of the Companies Act, 2013 and shall be within the limits of 11% of Net Profit for that respective financial year however it shall also be within the limits as fixed by the shareholders in ensuing 31st Annual General

Meeting and wherever Schedule–V is applicable it shall be within the limits as prescribed in Schedule–V of the Companies Act, 2013 based on Effective Capital as at the beginning of respective Financial Year. If the salary so payable exceeds the 11% limits as prescribed in Section 197 or limits as prescribed in Schedule–V wherever applicable, then the same will be subject to such necessary approvals, permission as may be required including prior approval of Central Government or approval of Central Government for waiver of recovery of excess remuneration paid to Mr. Sanjeev Goel, Managing Director for that respective Financial Year.

RESOLVED FURTHER THAT 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, Promoter of the Company, holding place of profit at workplace in the capacity of Managing Director of the Company.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Not applicable
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Upto Monthly remuneration not exceeding Rs. 12,50,000/- (Rupees Twelve Lakhs and Fifty Thousand Only), in one or more tranches
d.	Tenure of the proposed transaction	FY 2025-26, 2026-27 and 2027-28
e.	Value of the proposed Transaction	Upto Rs. 1,50,00,000/- (Rupees One Crore and Fifty Lakhs Only)
f.	Percentage of annual consolidated turnover considering FY25 as the immediately preceding financial year	42.02%
2. Justification as to why the RPT is in the interest of the listed entity		Mr. Sanjeev Goel is a founder and Promoter Director and is actively associated with the development of the Company from its inception. The Board Director is desirous that his valuable services may be continued to be utilized for the benefit of the Company. Mr. Sanjeev Goel possesses unique skills, institutional knowledge, and experience that are vital for the Company's growth and development. An increase in remuneration is necessary to ensure his continued motivation and retention, preventing the loss of a valuable asset to competitors, which could lead to significant disruption and costs for the Company.
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:	-	
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	As per industry norms	
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 save and except as aforesaid, the Special Resolution approved and passed by the Members in its meeting held on September 26th, 2024 with respect to the appointment of Mr. Sanjeev Goel, as Managing Director for a further period of five years shall continue to remain in full force and effect.

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

Registered Office:

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/-

Niharika Gupta
(Company Secretary & Compliance Officer)

Place: New Delhi

Date: August 20, 2025

Explanatory Statement in Respect of Items of Ordinary Business:

Item No.2:

Pursuant to the terms of Regulation 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings, in respect of the Director seeking appointment/ proposed for re-appointment at this AGM the disclosure is as follows:

Particulars	Details
Name of the Director	Ms. Ursala Joshi
DIN	08810331
Date of Birth and Age	22/03/1957; 68 years
Date of Appointment	14/08/2024
Qualification	Graduate
Experience in Specific Functional Area	Knowledge in the field of Administrative & Secretarial up-keep in systematic manner, of the confidential documents and retrieval thereof, Worked with the organizations of repute i.e; Tata Export and later on for over 35 years with Times of India, an enlarged experience in the understanding of Corporate matters.
Other Directorship held in other Companies as on March 31, 2025	-ARTH UDYOG LIMITED
Terms & Conditions of re-appointment	Re-appointment as Non-Executive and Non-Independent Director as per existing terms and conditions.
Member/Chairman of Committee of the Board of other Companies on which she is a director	
Relation with any other Directors and KMPs of the Company	No relation with existing Board of Directors
Listed entities from which the person has resigned in the past three years	NIL
Number of shares held in the Company (as on March 31, 2025)	0

None of the Directors or their relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 2 for the approval of the members as an **Ordinary Resolution**.

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:

Pursuant to Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, every listed company shall annex with its Board's Report made in terms of Section 134(3), a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed. In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.

As per the recent amendment to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from April 1, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at Annual General Meeting of the Company.

The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

In compliance with the applicable laws and based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on 20th August, 2025, approved the appointment of **M/s Srishti Singh and Associates** as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members at the forthcoming Annual General Meeting. The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports. **Ms. Srishti Singh** (ACS No. **50820** and COP No. **21900**), is an Associate member of the Institute of Company Secretaries of India and also holds Bachelor Degree in Commerce and Law. She is in practise in the field of Company Law matters for more than 8 years. She has adequate exposure in attending to other matters in the field of FEMA, Company Law Board, appearance before Regional Director, etc.

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015, she holds a valid certificate issued by the Institute of Company Secretaries of India. She has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance. **Ms. Srishti Singh** has given her consent to be appointed as the Secretarial Auditor of the Company confirming that she does not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 and that he shall not render any restricted services stated therein to the Company, its holding and subsidiary companies to ensure independence and avoid conflict of interest. The Board believes that appointment of **Ms. Srishti Singh** will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements. The proposed remuneration to be paid to **Ms. Srishti Singh** for her Secretarial Audit services is ₹ 50,000 per annum plus applicable taxes for the FY 2025-26 and out of pocket expenses that may be incurred and for the subsequent financial years it may be decided by the Board of Directors..

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of **Ms. Srishti Singh** as the Secretarial Auditor of the Company. The Board recommends the Ordinary Resolution set out at item No. 3 in the accompanying notice for approval by the members.

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

Item No. 4:

Mr. **Dhruv Goel**, currently designated as Chief manager (Finance & Legal), of the Company and is a relative of Mr. Sanjeev Goel, the **Managing Director** of the Company, within the meaning of **Section 2(77)** of the Companies Act, 2013 and **Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014**.

Pursuant to the recommendation of the Nomination and Remuneration Committee and in line with the Company's internal compensation policies and prevailing industry standards, the Board of Directors at its meeting held on 20th August 2025 recommended to the shareholders to authorize the Board of Directors to **increase in the remuneration** of Mr. **Dhruv Goel**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 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) to an amount not exceeding Rs. 5,00,000/- per month (Rupees Five Lakhs Only.) in one or more tranches. s per **Rule 15(3)(b)(ii)** of the Companies (Meetings of Board and its Powers) Rules, 2014, read with **Section 188 of the Companies Act, 2013**, where the remuneration payable to a relative of a director exceeds the prescribed limits, the transaction is considered a **related party transaction** and requires prior **approval of the shareholders by an ordinary resolution**, even if it is in the ordinary course of business and at arm's length.

Accordingly, the approval of the members is being sought for the proposed remuneration increase.

Details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Particulars	Details
Name of the related party	Mr. Dhruv Goel
Name of the director or KMP related	Mr. Sanjeev Goel, Managing Director
Relationship with director/KMP	Son
Nature of transaction	Increase in remuneration
Existing Remuneration	₹30,00,000 per annum
Proposed Remuneration	Upto ₹ 60,00,000 per annum
Justification	Based on performance review and benchmarking with industry standards
Nature and duration of contract	Employment contract; existing and continuing employment

None of the Directors, except Mr. Sanjeev Goel being related to the employee concerned, or their relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 for the approval of the members as an **Ordinary Resolution**.

Item No. 5:

Mr. **Pranav Goel**, currently designated as Chief manager (IT & Infra), of the Company and is a relative of Mr. Sanjeev Goel, the **Managing Director** of the Company, within the meaning of **Section 2(77)** of the Companies Act, 2013 and **Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014**.

Pursuant to the recommendation of the Nomination and Remuneration Committee and in line with the Company's internal compensation policies and prevailing industry standards, the Board of Directors at its meeting held on 20th August 2025 recommended to the shareholders to authorize the Board of Directors to **increase in the remuneration** of Mr. **Pranav Goel**, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, 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) to an amount not exceeding Rs. 5,00,000/- per month (Rupees Five Lakhs Only.) in one or more tranches.

As per **Rule 15(3)(b)(ii)** of the Companies (Meetings of Board and its Powers) Rules, 2014, read with **Section 188 of the Companies Act, 2013**, where the remuneration payable to a relative of a director exceeds the prescribed limits, the transaction is considered a **related party transaction** and requires prior **approval of the shareholders by an ordinary resolution**, even if it is in the ordinary course of business and at arm's length.

Accordingly, the approval of the members is being sought for the proposed remuneration increase.

Details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Particulars	Details
Name of the related party	Mr. Pranav Goel
Name of the director or KMP related	Mr. Sanjeev Goel, Managing Director
Relationship with director/KMP	Son
Nature of transaction	Increase in remuneration
Existing Remuneration	₹30,00,000 per annum
Proposed Remuneration	Upto ₹ 60,00,000 per annum
Justification	Based on performance review and benchmarking with industry standards
Nature and duration of contract	Employment contract; existing and continuing employment

None of the Directors, except Mr. Sanjeev Goel being related to the employee concerned, or their relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 4 for the approval of the members as an **Ordinary Resolution**.

Item no. 6

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company by shareholders on 26th September 2024 for a period of 5 years starting from 1st April, 2025 and ending on 31st March, 2030.

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

Mr. Sanjeev Goel is a founder and Promoter Director and is actively associated with the development of the Company from its inception. The shareholder of the company in its 27th AGM had approved the remuneration of Mr. Sanjeev Goel Managing Director as Rs. 150 Lacs per Annum under the companies Act 2013 for three (3) the Financial Years viz. 2022 – 2023, 2023-24 and 2024-2025.

Now company has asked the approval of shareholders for proposed remuneration for three (3) viz. Financial Year 2025–2026, 2026–2027 and 2027–2028 by superseding its earlier resolution of members passed 15th September 2021.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, Board of Directors and in line with the Company's internal compensation policies and prevailing industry standards, the Board of Directors at its meeting held on 20th August 2025 recommended to the shareholders proposal for 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, a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations, provided that the said transactions are entered into/ carried out on arm's length basis and carried on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof) to an amount not exceeding Rs. 12,50,000/- per month (Rupees Twelve Lakhs and Fifty Thousand Only).

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	2024-25	2023-24	2022-23
Total Income	436.53 Lakhs	379.68 Lakhs	958.28 Lakhs
Computation of Net Profit in accordance with Section 198 of the Companies Act,	30.04 Lakhs	(1,369.10) Lakhs	(2,663.69) Lakhs

2013			
Net Worth	3578.9Lakhs	3550.23Lakhs	4917.22 Lakhs

Now company has asked the approval of shareholders for proposed remuneration in three (3) the Financial Years viz. Financial Year 2025–2026, 2026–2027 and 2027–2028 by superseding all its earlier resolutions

II. Information about the Appointee:

(1) Background Details: Mr. Sanjeev Goel, aged 61 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 20th August 2025 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 31st 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 2025:

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 61 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.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item nos. 2, 3, 4, 5 and 6 of the Notice is annexed hereto and forms part of this Notice.. The relevant details as set out under Item Nos. 2 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. 09/2024 dated 19th September, 2024 ("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/2024/133 dated October 3, 2024 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 2024-2025 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 2024-2025 and Notice of the 31st 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 Thursday, September 18, 2025. 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 31st AGM to those Members participating in the 31st 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 Saturday, September 20, 2025 to Friday, September 26, 2025 (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 2024-2025 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 31st 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 31st AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the 31st 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 10.00 A.M. on Tuesday, 23rd September 2025 and ends at 05.00 P.M. on Thursday, 25th September, 2025. The remote e-voting module will be disabled by CDSL for voting thereafter. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 19th September, 2025 (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 Friday, 19th September, 2025 (cut-off date).

THE INSTRUCTIONS 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 10.00 A.M. on Tuesday, 23rd September 2025 and ends at 05.00 P.M. on Thursday, 25th September, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 19th September, 2025 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/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page or click on https://evoting.cDSLindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will

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

- 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. 19th September, 2025, 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/-
Niharika Gupta
(Company Secretary & Compliance Officer)

Place: New Delhi

Date: August 20, 2025