

**INTEC CAPITAL LIMITED**  
**CIN: L74899DL1994PLC057410**  
**Regd. Office: 708, Manjusha Building, 57 Nehru Place New Delhi Delhi**  
**India 110019**  
**Phone: +91-11465200/300 Fax: F +91-114652 2333**  
**Website: [www.inteccapital.com](http://www.inteccapital.com) Email: [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)**

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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, 03/2025 dated September 22, 2025, 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](http://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 will commence from **09:00 a.m. (IST) on Wednesday, February 18, 2026, and ends at 05:00 p.m. (IST) on Thursday, March 19, 2026.** 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 chairperson 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, March 20, 2026.** 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](http://www.inteccapital.com) and also at website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://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 March 19, 2026, viz. last date specified by the Company for e-voting.

**Item No. 1 : To appoint Mr. Saurabh Sharma (DIN : 09263133) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Saurabh Sharma (DIN : 09263133) who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term upto five consecutive years from the date of appointment i.e. 15<sup>th</sup> January, 2026.

**RESOLVED FURTHER THAT** the Board of Director (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Item No. 2 : To approve the Conversion of interest bearing Unsecured Loan from Mr. Sanjeev Goel into Interest-Free Loan.**

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 and other applicable provisions of the Companies Act, 2013 (“Act”) 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 modify the terms of existing unsecured loan availed by the Company from Mr. Sanjeev Goel, Managing Director and Promoter of the Company, for an

amount not exceeding ₹40,00,00,000 (Rupees Forty Crores only), by converting the same from an interest-bearing unsecured loan into an interest-free unsecured loan, with effect from the date of original lending by or such date as may be mutually agreed between the Company and Mr. Sanjeev Goel

**RESOLVED FURTHER THAT** all other terms and conditions of the unsecured loan, including the principal amount and maximum tenor of 48 months, shall remain unchanged unless otherwise mutually agreed in writing.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and subsequent amendment thereof consent of the members of the company 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 and one of the Promoters 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 interest free loan for an amount not exceeding Rs. 40,00,00,000/- including the amount of loan already availed, in one or more tranches 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 FY25 as the immediately preceding financial year	3524.85%
2. Justification for the transaction		In order to further support the Company’s financial position and reduce its finance cost burden
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. However, waiver of interest has made loan interest free. All other relevant terms have been considered in the transaction proposed.
9.	<b>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</b>	All relevant factors have been considered.

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel 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.”

**Item No. 3 : Approval for the participation of M/s Modern Credit Private Limited, a Related Party, in any auctions conducted by Intec Capital Limited.**

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 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 consent of the members be and is hereby accorded to permit M/s Modern Credit Private Limited, a related party of the Company, to participate in the auctions conducted by the Company from time to time for recovery of its dues, through a transparent and competitive auction process and on an arm’s length basis.

**RESOLVED FURTHER THAT** the members hereby notes the following:

- such the proposed participation shall be strictly and solely through an open, transparent and competitive auction process conducted in the ordinary course of business of the Company for recovery of dues;
- the auction shall be conducted on arm’s length auction process basis without any preferential treatment;

**RESOLVED FURTHER THAT** such participation by MCPL in the auctions shall be restricted to a monetary cap of ₹15 crore (Rupees Fifteen Crore only) per transaction and shall be in compliance with all applicable laws, rules, regulations, guidelines, and the internal policies of the Company.

**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:

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Modern Credit Private Limited, Mr. Pranav Goel [Promoter of Intec Capital Limited and holding place of profit in the Company as Chief Manager (IT & Infra)] is a Director in Modern Credit Private Limited and he is also a Relative of 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	Participation of a related party in auctions conducted by the Company for purchase of properties mortgaged/charged to the Company for recovery of dues, through an open, transparent manner and on arm’s length basis.
d.	Tenure of the transaction	Maximum period of 48 months
e.	Value of the proposed Transaction	Rs. 15,00,00,000 (Rupees Fifteen Crores) per transaction.
f.	Percentage of annual consolidated turnover considering FY25 as the immediately preceding financial year	1321.82%
2.	Justification for the transaction	In order to maximisation of value of the underlying assets and enable efficient price discovery, thereby maximizing recovery value, which is in the best interest of the Company and its stakeholders.
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 pricing and other commercial terms shall be determined through an open, transparent and competitive auction process conducted by the Company.
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** any Director and/or Key Managerial Personnel (KMP) 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**

**(Niharika Gupta)**  
**Company Secretary and Compliance Officer**  
**M. No.: A59325**

**Date: 12.02.2026**  
**Place: New Delhi**

## NOTES:

1. The Explanatory Statement under Section 102 and 110 of the Act read with relevant rule and provisions of SEBI (LODR), Regulations, 2015, as amended from time to time, 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, February 13, 2026** 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, February 13, 2026**. 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, February 13, 2026**, 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](http://www.inteccapital.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://www.evotingindia.com>
7. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com).
8. The remote e-voting commences on **Wednesday, February 18, 2026 [From 9.00 a.m. (IST)] and ends on Thursday, March 19, 2026 [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, March 20, 2026**.

10. The result of the Postal ballot along with the Scrutinizer's Report will be placed on the Company's website at [www.inteccapital.com](http://www.inteccapital.com), and also on the website of CDSL at <https://www.evotingindia.com> and also necessary disclosures to the BSE Limited ("BSE") ("referred to as "Stock Exchanges") will be made. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of voting i.e. **Thursday, March 19, 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](mailto:complianceofficer@inteccapital.com)) or Beetal Financial & Computer Services Pvt. Ltd., 99 Madangir, Behind LSC New Delhi -110062 who is acting as our Registrar and Share Transfer Agent ("RTA"),(email ID: [Beetalrta@gmail.com](mailto:Beetalrta@gmail.com)) to update their respective email address by providing the requisite documents. Members holding shares in dematerialized mode are requested to Register/update their email addresses with the relevant Depository Participants.

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

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

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

I. The cut-off date to be eligible to vote by electronic means is **Friday, February 13, 2026**. 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, February 13, 2026**. The remote e-voting period are given below:

<b>Commencement Day, Date and Time</b>	<b>Wednesday, February 18, 2026</b> [From 9.00 a.m. (IST)]
<b>End Day, Date and Time</b>	<b>Thursday, March 19, 2026</b> [Till 5.00 p.m. (IST)]

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

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

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

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**V. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted

on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
<b>PAN</b>	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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details</b> <b>OR Date of Birth (DOB)</b>	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"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

1. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of postal ballot and holding shares as on the cut-off date i.e. 13<sup>th</sup> February, 2026, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
2. Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to e-mail such request to the Company at [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com).

## EXPLANATORY STATEMENT

### PURSUANT TO 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

On the recommendation of the Nomination and Remuneration Committee (‘NRC’), the Board had passed and approved the appointment of Mr. Saurabh Sharma (DIN: 09263133) as an Additional Director (Non-Executive - Independent) on the Board of the Company w.e.f 15.01.2026 to hold office for a period of three (3) months from the date of his appointment or until the date of his appointment approved by the Members of the Company, whichever is earlier and to hold office as an Independent Director for a term upto five consecutive years from the date of appointment subject to the approval of the members.

Considering the profile and experience of Mr. Saurabh Sharma, the NRC and the Board is of the view that he meets the required skills and capabilities. Mr. Saurabh Sharma is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 (the ‘Act’). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In the opinion of the Board, Mr. Saurabh Sharma fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

The copy of letter of appointment issued to Mr. Saurabh Sharma setting out the terms and conditions of his appointment is available electronically for inspection by the members.

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

Relevant details relating to appointment of Mr. Saurabh Sharma as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an “Annexure - 1” to this Notice. The Board recommends the Special Resolution for approval by the shareholders.

Except Mr. Saurabh Sharma, being the appointee, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

#### Item No. 2

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 exceeds the thresholds specified in Schedule XII of SEBI (LODR), Regulations, 2015.

**Pursuant to Schedule XII of SEBI (LODR), Regulations, 2015 (For Listed Entities with Consolidated Turnover Upto Rs. 20,000 Crores):**

Transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

It is to inform that the company had, pursuant to the approval of the Board of Directors at its meeting held on **20 January 2025** and **Ordinary Resolution passed by the shareholders on 27<sup>th</sup> February, 2025 through postal ballot**, approved availing an unsecured loan of up to **₹40,00,00,000 (Rupees Forty Crores)** from **Mr. Sanjeev Goel, Managing Director and Promoter of the Company**, at an interest rate of **15% per annum**, for meeting the shortfall of funds towards the one-time settlement as sanctioned by the consortium lenders led by Bank of India.

In order to further support the Company's financial position and reduce its finance cost burden, the Management had approached Mr. Sanjeev Goel, Managing Director & one of the promoter and made necessary requisition to waive off the outstanding interest and to further convert the loan into interest free unsecured loan. **Mr. Sanjeev Goel has consented to waive the interest on the aforesaid unsecured loan and convert the aforesaid unsecured loan into an interest-free unsecured loan**, without any change in the other terms and conditions including principal amount, tenor, or other material terms, except for waiver of outstanding interest and to and render the loan interest-free .

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 15, 2026, 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 necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- 11 PoD-2/P/CIR/2025/93) on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135) are set out below for the reference of the Members:

Sr. No.	Particulars of the information	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure II.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Please refer to the headings "Justification for the transaction", "The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract" and "Nature, material terms, monetary value and particulars of contracts or arrangement" in Annexure-II.

3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board in its meeting held on January 15, 2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 2 for your approval by way of an Ordinary Resolution.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	NA
7.	Any other information that may be relevant	All relevant information has been provided

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. 2 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. 2.

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 Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations read with relevant SEBI Circular are set forth in "Annexure II".

### Item No. 3

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 exceeds the thresholds specified in Schedule XII of SEBI (LODR), Regulations, 2015.

#### **Pursuant to Schedule XII of SEBI (LODR), Regulations, 2015 (Listed Entities with Consolidated Turnover Upto Rs. 20,000 Crores):**

Transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

It is further informed that Intec Capital Limited (“the Company”), being a Non-Banking Financial Company (NBFC), conducts auctions of properties charged/ mortgaged to the Company, from time to time, for recovery of its dues in accordance with applicable laws and internal policies.

M/s Modern Credit Private Limited (“MCPL”) is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

It is further informed to Board that MCPL has expressed its interest to participate, in auctions conducted by the Company from time to time for recovery of dues, in respect of such charged/mortgaged assets. It is noted that any such participation by MCPL would be through a transparent auction process and at arm’s length.

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 15, 2026, 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 necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- 11 PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135) are set out below for the reference of the Members:

<b>Sr. No.</b>	<b>Particulars of the information</b>	<b>Details</b>
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure III.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Please refer to the headings “Justification for the transaction”, “The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the

		contract” and “Nature, material terms, monetary value and particulars of contracts or arrangement” in Annexure-III.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board in its meeting held on January 15, 2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 3 for your approval by way of an Ordinary Resolution.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	NA
7.	Any other information that may be relevant	All relevant information has been provided

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. 3 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. 3.

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 Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI Listing Regulations read with relevant SEBI Circular are set forth in “Annexure III”.

**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**

**(Niharika Gupta)**

**Company Secretary and Compliance Officer**

**M.No.: A59325**

**Date: 12.02.2026**

**Place: New Delhi**

**Annexure – 1**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE  
GENERAL MEETING/POSTAL BALLOT  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015  
and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]**

<b>Name of Director</b>	Mr. Saurabh Sharma
<b>DIN</b>	09263133
<b>Date of Birth</b>	15-07-1989
<b>Age</b>	37
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	15-01-2026
<b>Qualifications</b>	Law Graduate
<b>Profile, Experience and Skills and capabilities required for the role</b>	Mr. Saurabh Sharma is a law graduate with sound professional experience in corporate and regulatory matters. He brings strong expertise in legal compliance, governance, and advisory functions, contributing effectively to strategic decision-making.
<b>Expertise in specific functional areas</b>	Mr. Saurabh Sharma has sound professional experience and strong expertise in corporate & regulatory matters, legal compliance, governance, and advisory functions.
<b>No. of Board Meetings attended during the financial year 2025-26</b>	0
<b>Directorships of other Board*</b>	1. Arihant Publications (India) Limited 2. Digidable Network (India) Limited
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b>	None
<b>Number of Shares held in the Company</b>	NIL
<b>Inter-se relationship with other Directors, Manager and Key Managerial Personnel</b>	None
<b>Terms and Conditions of appointment or reappointment</b>	As per Appointment Letter
<b>Membership/ Chairmanship of Committees of other Boards</b>	NA
<b>Remuneration last drawn</b>	NA
<b>Remuneration proposed to be paid</b>	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.

**Annexure – II**

**Minimum information to be provided for Review of the Audit Committee and Board for Approval of Conversion of interest bearing Unsecured Loan from Mr. Sanjeev Goel into Interest-Free Loan**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
<b>A (1). Basic details of the related party</b>		
1.	Name of the related party	Mr. Sanjeev Goel
2.	Country of incorporation of the related party	NA
3.	Nature of business of the related party	NA
<b>A(2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party- including nature of its concern (financial or otherwise) and the following:	Managing Director of the Company and one of the Promoters of the Company
	<ul style="list-style-type: none"><li>• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li><li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li><li>• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li></ul> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered</p>	NA  NA  1. Mr. Sanjeev Goel – 644464 Shares 2. Mr. Pranav Goel ,Chief Manager IT & Infra (Son of Mr. Sanjeev Goel)– 32900 Shares 3. Mr. Dhruv Goel ,Chief Manager IT & Infra (Son of Mr. Sanjeev Goel)– 32900 Shares

<b>A(3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Unsecured Loan</td> <td>Rs. 11,89,06,095</td> </tr> </tbody> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2024-2025 (INR)	1.	Unsecured Loan	Rs. 11,89,06,095	
S. No.	Nature of Transactions	FY 2024-2025 (INR)						
1.	Unsecured Loan	Rs. 11,89,06,095						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 86,56,031.63						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA						
<b>A(4) Amount of the proposed transaction(s)</b>								
1.	Amount of the proposed transactions being placed for approval in the current meeting.	Rs. 40,00,00,000 (Rupees Forty Crores)						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	3524.85%						
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA						
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA						
6.	Financial performance of the related party for the immediately preceding financial year:	NA						

	<table border="1"> <tr> <td>Particulars</td> <td>FY 2024-25</td> </tr> <tr> <td>Turnover</td> <td></td> </tr> <tr> <td>Profit After Tax</td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> </tr> </table>	Particulars	FY 2024-25	Turnover		Profit After Tax		Net worth		
Particulars	FY 2024-25									
Turnover										
Profit After Tax										
Net worth										
<p>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>										
<b>A (5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction	Conversion of interest-bearing unsecured loan into an interest-free unsecured loan								
2.	Details of each type of the proposed transaction	Conversion of interest-bearing unsecured loan into an interest-free unsecured loan								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Maximum period of 48 months								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 40,00,00,000 (Rupees Forty Crores) for a maximum tenor of 48 months.								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	It shall further support the Company's financial position and reduce its finance cost burden.								
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>1.Mr. Sanjeev Goel, Managing Director &amp; Promoter</p> <p>2. Mr. Pranav Goel, Chief Manager (IT &amp; Infra) &amp; Promoter (Son of Mr. Sanjeev Goel)</p> <p>3.Mr. Dhruv Goel, Chief Manager (Finance &amp; Legal) &amp; Promoter (Son of Mr. Sanjeev Goel)</p>								
	a. Name of the director / KMP	Mr. Sanjeev Goel								
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA								
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA								
9.	Other information relevant for decision making.	All other important information forms part of the statement setting out material facts of the proposed RPTs.								
<b>B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>										
1.	Material covenants of the proposed transaction	Unsecured interest free loan for an amount not exceeding Rs. 40,00,00,000/- including the amount of loan already availed, in one or more tranches for a maximum tenor of 48 months.								
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest free loan								

3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Interest free Laon
4.	Maturity / due date	Maximum period of 48 months
5.	Repayment schedule & terms	The loan is unsecured and interest-free, repayable at the end of a maximum period of 48 months from the date of disbursement.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	In order to further support the Company's financial position and reduce its finance cost burden

**C(4) Additional Details**

1.	Debt to Equity Ratio of the listed entity based on last audited financial statements Note: This shall not be applicable to listed banks/ NBFC/ insurance companies / housing finance companies.	NA
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the listed entity based on last audited financial statements Note: This shall not be applicable to listed banks/ NBFC/ insurance companies / housing finance companies.	NA
	a. Before transaction	
	b. After transaction	

**Details as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI Listing Regulations and other applicable provisions:**

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 and one of the Promoters 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

<b>c.</b>	Nature, material terms, monetary value and particulars of contracts or arrangement	Unsecured interest free loan for an amount not exceeding Rs. 40,00,00,000/- including the amount of loan already availed, in one or more tranches for a maximum tenor of 48 months.
<b>d.</b>	Tenure of the transaction	Maximum period of 48 months
<b>e.</b>	Value of the proposed Transaction	Rs. 40,00,00,000 (Rupees Forty Crores)
<b>f.</b>	Percentage of annual consolidated turnover considering FY25 as the immediately preceding financial year	3524.85%
<b>2. Justification for the transaction</b>		In order to further support the Company's financial position and reduce its finance cost burden
<b>3. Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>		
<b>(i)</b>	details of the source of funds in connection with the proposed transaction	Not Applicable
<b>(ii)</b>	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	
<b>(iii)</b>	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
<b>(iv)</b>	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
<b>4. Any valuation or other external report relied upon by the listed entity in relation to the transactions</b>		Not Applicable
<b>5. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis</b>		Not Applicable
<b>6. Any other information that may be relevant:</b>		All other important information forms part of the statement setting out material facts of the proposed RPTs.
<b>7. any advance paid or received for the contract or arrangement, if any:</b>		Not Applicable
<b>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</b>		The loan was 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. However, waiver of interest has made loan interest free. All other relevant terms have been considered in the transaction proposed.
<b>4. 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</b>		All relevant factors have been considered.

**Annexure – III**

**Minimum information provided for Review of the Audit Committee and Board for Approval of the participation of M/s Modern Credit Private Limited, a Related Party, in any auctions conducted by Intec Capital Limited.**

<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
<b>A(1). Basic details of the related party</b>		
1.	Name of the related party	M/s Modern Credit Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non Banking Financial Company
<b>A(2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise) and the following:	Mr. Pranav Goel [one of the Promoter of Intec Capital Limited and holding place of profit in the Company as Chief Manager (IT & Infra)] is a Director in Modern Credit Private Limited and he is also a Relative of Mr. Sanjeev Goel, Managing Director of the Company.
	<ul style="list-style-type: none"><li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li></ul>	Shareholding of Listed Entity (Direct or Indirect) in Modern Credit Private Limited, a related Party- Sanjeev Goel & Sons (HUF) – 31835 Shares Mr. Dhruv Goel, Chief Manager (Finance & Legal) – 30000 Shares Mr. Pranav Goel, Chief Manager (IT & Infra) – 30000 Shares
	<ul style="list-style-type: none"><li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li></ul>	NA
	<ul style="list-style-type: none"><li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li></ul>	NA
	<p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered</p>	

<b>A(3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year  <table border="1"> <thead> <tr> <th><b>S. No.</b></th> <th><b>Nature of Transactions</b></th> <th><b>FY 2024-2025 (INR)</b></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Unsecured Loan</td> <td>Rs. 41,439,365</td> </tr> </tbody> </table> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2024-2025 (INR)</b>	1.	Unsecured Loan	Rs. 41,439,365	Rs. 41,439,365
<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2024-2025 (INR)</b>						
1.	Unsecured Loan	Rs. 41,439,365						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 29,04,821.30						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA						
<b>A(4)</b>	<b>Amount of the proposed transaction(s)</b>							
1.	Amount of the proposed transactions being placed for approval in the current meeting.	Rs. 15,00,00,000 (Rupees Fifteen Crores) per transaction.						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	1321.82%						
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA						
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1563.62%						

6.	Financial performance of the related party for the immediately preceding financial year:									
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 95,93,129</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. 3,74,339</td> </tr> <tr> <td>Net worth</td> <td>Rs. 13,29,84,855</td> </tr> </tbody> </table>	Particulars	FY 2024-25	Turnover	Rs. 95,93,129	Profit After Tax	Rs. 3,74,339	Net worth	Rs. 13,29,84,855	
	Particulars	FY 2024-25								
	Turnover	Rs. 95,93,129								
	Profit After Tax	Rs. 3,74,339								
Net worth	Rs. 13,29,84,855									
Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.										
<b>A(5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction	Participation through an open, transparent and competitive auction process conducted in the ordinary course of business of the Company for recovery of dues								
2.	Details of each type of the proposed transaction	Participation through an open, transparent and competitive auction process conducted in the ordinary course of business of the Company for recovery of dues								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	48 months								
4.	Whether omnibus approval is being sought?	No								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 15,00,00,000 for maximum tenor of 48 months								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	This transaction shall maximize value of the underlying assets and enable efficient price discovery, thereby maximizing recovery value, which is in the best interest of the Company and its stakeholders.								
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	<ol style="list-style-type: none"> <li>1. Mr. Sanjeev Goel, Managing Director &amp; Promoter</li> <li>2. Mr. Pranav Goel, Chief Manager (IT &amp; Infra) &amp; Promoter (Son of Mr. Sanjeev Goel)</li> <li>3. Mr. Dhruv Goel Chief Manager (Finance &amp; Legal) &amp; Promoter (Son of Mr. Sanjeev Goel)</li> </ol>								
	a. Name of the director / KMP	Mr. Sanjeev Goel								
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	91835 Shares								
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA								

9.	Other information relevant for decision making.	All other important information forms part of the statement setting out material facts of the proposed RPTs.
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Bidding Process (In process)
2.	Basis of determination of price.	The pricing and other commercial terms shall be determined through an open, transparent and competitive auction process conducted by the Company.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**Details as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI Listing Regulations and other applicable provisions:**

S. No.	Particulars	Details
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Modern Credit Private Limited, Mr. Pranav Goel [Promoter of Intec Capital Limited and holding place of profit in the Company as Chief Manager (IT & Infra)] is a Director in Modern Credit Private Limited and he is also a Relative of 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	Participation of a related party in auctions conducted by the Company for purchase of properties mortgaged/charged to the Company for recovery of dues, through an open, transparent manner and on arm's length basis.
d.	Tenure of the transaction	Maximum period of 48 months

e.	Value of the proposed Transaction	Rs. 15,00,00,000 (Rupees Fifteen Crores) per transaction.
f.	Percentage of annual consolidated turnover considering FY25 as the immediately preceding financial year	1321.82%
2. Justification for the transaction		In order to maximisation of value of the underlying assets and enable efficient price discovery, thereby maximizing recovery value, which is in the best interest of the Company and its stakeholders.
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

<p><b>8.</b> The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract</p>	<p>The pricing and other commercial terms shall be determined through an open, transparent and competitive auction process conducted by the Company.</p>
<p><b>9.</b> 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</p>	<p>All relevant factors have been considered.</p>