

**Date: September 3, 2018**

Symbol: NSE – INTENTECH; BSE Scrip Code: 532326

To,  
The Manager,  
Listing Department / CRD  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400001.

The Manager,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor; Plot No. C/1  
G Block, Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051

Dear Sir/Madam,

**Sub: Notice of 28<sup>th</sup> Annual General Meeting of the Company**

**Ref:** Disclosure of information pursuant to Regulation 42 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 42 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to inform you that the 28<sup>th</sup> Annual General Meeting of the Company will be held on Thursday the 27<sup>th</sup> September, 2018, at 2:00 P.M. at FTAPCCI Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004, Telangana. In this connection, we inform the following:

- 1) The Register of Members & Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2018 to 27<sup>th</sup> September, 2018 (both days inclusive).
- 2) E-voting commencing date: from 9.00 A.M on 24<sup>th</sup> September, 2018  
E-voting ending date: to 5.00 P.M on 26<sup>th</sup> September, 2018.

The Cut- off date for the purpose of E-voting is 20th September, 2018.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Intense Technologies Limited**

  
**K. Tejaswi**  
Company Secretary & Compliance Officer

Encl: as above

# NOTICE TO THE 28<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of Intense Technologies Limited (CIN: L30007TG1990PLC011510) will be held on Thursday, 27<sup>th</sup> day of September, 2018 at 2:00 P.M. at FTAPCCI Auditorium, FTAPCCI house, Red Hills, Lakdi ka Pul, Hyderabad - 500004, to transact the following business:-

## ORDINARY BUSINESS:

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of the Board of Directors’ and Auditors’ thereon and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 as presented to the meeting, be and are hereby, approved and adopted”.

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

**“RESOLVED THAT** Mr. Tikam Sujan (DIN 02137651), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

3. To appoint M/s. MSPR & Co., Chartered Accountants (Firm Registration No. 010152S), Hyderabad as Statutory Auditors of the Company in place of resigning Auditors, M/s. M.V. Narayana Reddy & Co., Chartered Accountants, (Firm Registration No. 002370S).

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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as recommended by the Audit Committee, consent of the Members of the Company be and is hereby accorded to the appointment of M/s. MSPR & Co., Chartered Accountants (Firm Registration No. 010152S) Hyderabad, who have offered their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting at such remuneration plus applicable taxes, out of pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 140 and all other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provision of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to relieve M/s. M.V. Narayana Reddy & Co., Chartered Accountants, (Firm Registration No. 002370S) from the office of the Statutory Auditors, who have expressed unwillingness to the ratification of their appointment, with effect from the conclusion of Annual General Meeting.”

Special Notice in terms of Section 140(4)(i) and Section 115 of the Companies Act, 2013 read with rule 23 of the Companies (Management and Administration) Rules, 2014.

A special notice in terms of Section 115 read with Section 140(4) (i) of the Companies Act, 2013 from a Member proposing the appointment of M/s. MSPR & Co, Chartered Accountants (Firm Registration No. 010152S), Hyderabad as Statutory Auditors of the Company, in place of M/s. M.V. Narayana Reddy & Co., Chartered Accountants, (Firm Registration No. 002370S) who have expressed their unwillingness to the ratification of appointment as statutory auditors of the Company with effect from the close of this Annual General Meeting on September 27<sup>th</sup>, 2018 has been received.

## SPECIAL BUSINESS:

4. **Re-appointment of Mr. C.K. Shastri as Managing Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) subject to the approval of the Central Government and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. C. K. Shastri (DIN: 00329398) as Managing Director of the Company for a period of 3 years with effect from 1st October 2018 at the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved by the Board of Directors.”

**“RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Krishna Shastri Chidella, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.”

**“RESOLVED FURTHER THAT** Mr. C. K. Shastri, Managing Director or any other Director and the Company Secretary be and are hereby severally authorized to file necessary returns with the Registrar of Companies, Andhra Pradesh and Telangana to give effect to the above resolution.”

5. **Re-appointment of Mr. Jayant Dwarkanath as Whole time Director**

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

**“RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment(s) thereof,

for the time being in force) subject to the approval of the Central Government and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Jayant Dwarkanath (DIN: 00329597) as Whole Time Director of the Company for a period of 3 years with effect from 1st October 2018 at the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved by the Board of Directors.”

“**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Jayant Dwarkanath, within such prescribed limit(s) or ceiling and the agreement between the Company and the Whole Time Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.”

“**RESOLVED FURTHER THAT** Mr. Jayant Dwarkanath, Whole Time Director or any other Director and the Company Secretary be and are hereby severally authorized to file necessary returns with the Registrar of Companies, Andhra Pradesh and Telangana to give effect to the above resolution.”

#### 6. Appointment of Ms. Anisha Chidella as Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anisha Chidella (DIN: 08154544) who was appointed as an Additional Director with effect from 27th July, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting(‘AGM’) and in respect of whom the Company has received a notice in writing along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

#### 7. Appointment of Ms. Anisha Chidella as Whole time Director

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) subject to the approval of the Central Government and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to the appointee, the approval of

the members of the Company be and is hereby accorded for the appointment of Ms. Anisha Chidella (DIN: 08154544) as Whole Time Director of the Company for a period of 5 years with effect from 1st October 2018 at the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved by the Board of Directors.”

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Ms. Anisha Chidella, within such prescribed limit(s) or ceiling and the agreement between the Company and the Whole Time Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.

**RESOLVED FURTHER THAT** Ms. Anisha Chidella, Whole Time Director or any other Director and the Company Secretary be and are hereby severally authorized to file necessary returns with the Registrar of Companies, Andhra Pradesh and Telangana to give effect to the above resolutions.”

For and on behalf of the Board

**C. K. Shastri**

Chairman & Managing Director  
DIN: 00329398

Place: Secunderabad  
Date : 14th August, 2018

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and a proxy need not be a member of the company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 20-09-2018 to 27-09-2018 (both days inclusive) for determining the names of members eligible for Voting at the General Meeting.
3. Electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company 'inter alia' indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
4. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
5. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
6. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at A1, Vikramপুরi, Secunderabad - 500 009, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
7. **Process and Manner for Shareholders opting for e-voting is as under:-**

### Remote E-Voting:

The Company provides e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Annual General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. CS Puttaparthi Jagannatham, Advocate as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 20th September, 2018, being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder on the Cut-off date should treat this Notice for information purposes only.

The process and manner for remote e-voting are as under:

- a. The Company has entered into an arrangement with Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the Annual General Meeting. The instructions for remote e-voting are as under:
  - (i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
  - (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:

<b>User - ID</b>	For shareholder(s)/ Beneficial Owner(s) holding Shares in Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID c) For Members holding shares in Physical Form:- Folio Number registered with the Company
<b>Password</b>	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
<b>Captcha</b>	Enter the Verification code for Security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event', i.e. Intense Technologies Limited'.
- (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and



partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.

- (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and 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.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate / Institutional Members (corporate / FIs / FIIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [pjagan123@gmail.com](mailto:pjagan123@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
- b. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- c. The Portal will remain open for voting from: 9.00 a.m. on 24th September 2018 to 5.00 p.m. on 26th September 2018 (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.
- d. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. K S Reddy of Karvy Computershare Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
- e. The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the annual general meeting, first count the votes cast at the annual general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the annual general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- f. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
- g. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company [www.in10stech.com](http://www.in10stech.com) and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

**Additional Information on Directors Seeking reappointment as required under Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015, at the Annual General Meeting**

Particulars	Mr. Tikam Sujan
Directors Identification Number (DIN)	02137651
Date of Birth & Nationality	23.02.1959; NRI
Date of first Appointment on the Board of the Company	14.08.2003
Qualifications & Expertise	Tikam Sujan is a successful NRI businessman based at Miami, Florida, USA having 34 years of experience in operating in American geography.
Directorship held in other Public Companies	Nil
Memberships/ Chairmanships of committees of other public companies (including only Audit and Shareholders Grievance Committee)	Nil
Number of shares held in the Company	2275802

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.3**

The Statutory Auditors, M/s. M.V. Narayana Reddy & Co., Chartered Accountants, (Firm Registration No. 002370S) the exiting auditors who were appointed on 27th AGM to hold office for a period of five years till conclusion of 32nd Annual General Meeting have expressed unwillingness to the ratification of their appointment as Statutory Auditors of the Company with effect from the conclusion of the Annual General Meeting. A special notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013 and Rule 23 of the Companies (Management and Administration) Rules, 2014 has been received from a Member proposing the appointment of M/s. MSPR & Co., Chartered Accountants (Firm Registration No. 010152S), Hyderabad as the Statutory Auditors in place of the resigning Auditors, M/s. M.V. Narayana Reddy & Co., Chartered Accountants. A copy of the special notice has been sent to M/s. MSPR & Co., Chartered Accountants

M/s. MSPR & Co., Chartered Accountants have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s. MSPR & Co., Chartered Accountants as the Statutory Auditors, as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended, to the Members, the appointment of M/s. MSPR & Co., Chartered Accountants as the Statutory Auditors in place of the resigning Auditors, M/s. M.V. Narayana Reddy & Co.

The Directors recommend the Resolution for the approval of the Members.

None of the Directors, of the Company and their relatives, are in any way, whether financially or otherwise, concerned or interested in this Resolution.

**Item No.4, 5 and 7**

The Board of directors as per the recommendation of the Nomination and Remuneration Committee and Audit Committee have re-appointed Mr. C. K. Shastri, Managing Director (DIN: 00329398) of the Company, Mr. Jayant Dwarkanath, Whole-Time Director (DIN: 00329597) of the Company for a term of 3 years from 1st October, 2018 and Ms. Anisha Chidella Whole-Time Director (DIN: 08154544) of the Company for a term of 5 years from 1st October 2018 subject to approval/ ratification by the shareholders at the ensuing Annual General Meeting.

**I. GENERAL INFORMATION:**

1	Nature of Industry	Information Technology / Software Product Development.			
2	Date of commencement of commercial production	Existing company having its software development operations since 1999.			
3	Financial Performance	(₹ in lakhs)			
		2015-16	2016-17	2017-18	
	Gross Revenue	4,548.71	5,622.45	5,334.44	
	Operating Expenditure	4,425.22	5,044.10	4,444.43	
	Operating Profit	123.48	578.34	890.01	
4	Export Performance	FOB value of exports	1,938.16	2,215.82	2,596.16

## II. INFORMATION ABOUT THE APPOINTEE:

Name of the Director	Mr. C.K. Shastri	Mr. Jayant Dwarkanath	Ms. Anisha Chidella
Date of Birth	31st December, 1958	6th September, 1964	17th January, 1990
Date of appointment	1st October, 2015	1st October, 2015	27th July, 2018
Experience	37 years of Business Experience including 19 years in I.T. Industry	31 years of Experience in Banking and I.T. Industry	she has been working for Technology Companies in areas of Strategy, Consulting and Product Management
Qualifications	B.Com & P.G. Diploma in Marketing	B.E and M.B.A	B.Tech and MBA
Past Remuneration	₹ 6.00 lakhs per month	₹ 6.00 lakhs per month	₹ 2.00 lakhs per month
Job Profile	He is the main Promoter, Chairman and Managing Director of the Company and has been instrumental in building the Company.	He is the Whole-Time Director of the Company and he looks after the international business operations of the Company and he has been instrumental in marketing tie-ups with global majors.	She has been instrumental in the business operations of the Company.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board:	Nil	Nil	Nil

### Terms and conditions:

Re-appointment: Mr. C.K. Shastri as Managing Director and Mr. Jayant Dwarkanath as Whole time Director.

Period: 3 years from 1st October 2018 to 30th September, 2021

Appointment: Ms. Anisha Chidella as Whole time Director.

Period: 5 years w.e.f. 1st October 2018

The material provisions of the agreement entered into with Mr. C. K. Shastri, Mr. Jayant Dwarkanath and Ms. Anisha Chidella are as under:-

#### A. REMUNERATION

##### (a) Salary

Mr. C.K. Shastri and Mr. Jayant Dwarkanath

Basic Salary of ₹ 4,50,000/- (Rupees Four Lakh and Fifty Thousand only) per month w.e.f 1st October, 2018.

Ms. Anisha Chidella

Basic Salary of ₹ 2,00,000/- (Rupees Two Lakhs only) per month w.e.f 1st October 2018.

##### (b) Incentive / Commission

Commission will be calculated in accordance with the provisions of section 197 read with section 198 of the Companies Act, 2013.

#### B. PERQUISITES:

In addition to salary, perquisites allowed as follows:

Mr. C.K. Shastri and Mr. Jayant Dwarkanath

Perquisites and Allowances: ₹ 1,50,000/- (Rupees One Lakh and Fifty Thousand) per month w.e.f 1st October, 2018.

##### (a) Housing

The Company shall provide rent- free furnished accommodation.

##### (b) Medical reimbursement

Reimbursement of actual expenses incurred for self and family or expenses incurred for medical insurance of self and family at actual basis.

##### (c) Leave Travel Concession

Leave Travel Concession for self and family shall be in accordance with the rules of the Company. "Family" means wife, dependent children and dependent parents of the Director.

##### (d) Personal Accident Insurance

The Insurance premium shall be in accordance with the rules of the Company.

##### (e) Club Fees and others

Actual expenses shall be reimbursed. Also reimbursement of actual expenses incurred towards utilization of gas, electricity, water and repairs subject to the overall limit of the applicable provisions of the Companies Act, 2013.

#### Remuneration in the event of loss or inadequacy of profits

Wherein in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to the limits prescribed in Schedule V of the Companies Act, 2013.

## III. OTHER INFORMATION:

### 1. Profitability:

The company is a software products company with lengthy product development and sales cycle. In the initial period of a product development and sales cycle, it is necessary to build a reference base with a few select customers to ensure that the products are robust and can be benchmarked against competition through a continuous feature and performance enhancement. This phase is also characterized by long lead times and low realizations. Intense has overcome this phase.

## 2. Steps taken or proposed to be taken for improvement:

The Company is under the process of continuously upgrading of the existing products in line with the market requirements.

The Company has established a strong reference base of customers both in the domestic and international markets for its key products. The products have also been upgraded regularly to benchmark them against the best in the world. The Company has made its foot prints in the global markets and has its subsidiaries in U.S.A, U.K and U.A.E to market its products globally.

## 3. Expected increase in productivity and profits:

With the process of continuous upgrading of the existing products in the market, the productivity, sales revenue and the profitability is expected to go up.

Since these are forward looking statements, investors are advised to refer Risk factors mentioned in the Annual Report.

## IV. DISCLOSURES:

The shareholders of the company shall be informed of the remuneration package to the Managing Personnel in the Annual Report of the Company.

The Board of Directors recommends the above resolutions for approval of the Shareholders as Special Resolution(s). Mr. C.K. Shastri who is the relative of Ms. Anisha Chidella and the Managing Director of the Company and their other relatives, to the extent of their shareholding interest and Directorship in the Company, may be deemed to be concerned or interested in the appointment of Ms. Anisha Chidella as Director.

Other than the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution(s) except the Directors getting re-appointed.

### Item No. 6

Pursuant to the provisions of Sections 149(1) and 161(1) of the Companies Act, 2013 Ms. Anisha Chidella was appointed as an Additional Director of the Company with effect from 27th July, 2018 by the Board of Directors and in terms of the provisions of Section 161 (1) of the Act, she holds office up to the date of the ensuing Annual General Meeting but is eligible for the appointment as a Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing her candidature for the office of Director.

Ms. Anisha Chidella is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

She holds 625 number of equity shares in the Company.

The Board of Directors recommends the resolution for approval of the members.

Brief Resume of Ms. Anisha Chidella and nature of her expertise in specific functional areas and names of companies in which she holds directorship and memberships/chairmanships of Board Committees, shareholding as stipulated under SEBI (LODR) Regulations, 2015, is forming part of the Annual Report

This Explanatory Statement may also be regarded as a disclosure under Regulation 27 of the SEBI (LODR) Regulations, 2015.

Ms. Anisha Chidella may be deemed to be concerned or interested,

financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as Director. Mr. C.K. Shastri who is her relative and the Managing Director of the Company and their other relatives, to the extent of their shareholding interest and Directorship in the Company, may be deemed to be concerned or interested in the appointment of Ms. Anisha Chidella as Director.

Save and except the above, none of other Director/Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 6 of the Notice.

Additional information on Director recommended for appointment/reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ms. Anisha Chidella (DIN: 08154544)

Brief Resume:

1	Name of the Director	Anisha Chidella
2	Father Name	Krishna Shastri Chidella
3	Date of Birth	17/01/1990
4	Qualifications	B.Tech; MBA
5	Date of Appointment	27/07/2018
6	Experience	She has been working for Technology Companies in areas of Strategy, Consulting and Product Management

Nature of Expertise in specific functional areas:

Ms. Anisha Shastri Chidella is graduated in B.Tech and holds a Masters degree in Business Administration from globally reputed business school. And in India she has been working for Technology Companies in areas of Strategy, Consulting and Product Management.

Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Anisha Chidella is the daughter of Chidella Krishna Shastri, Chairman and Managing Director of the Company.

Listed entities (other than Intense Technologies Limited) in which Anisha Chidella holds directorship and Committees membership

- Directorship: Nil
  - Chairperson/Membership of Board Committees in: Nil
- Chairman of Internal Complaints Committee, and Member of Stakeholders Relationship Committee, Business Risk Evaluation Committee: Nil

Shareholding in the Company: 625 number of Equity Shares

For and on behalf of the Board

**C. K. Shastri**  
Chairman & Managing Director  
DIN: 00329398

Place : Secunderabad  
Date : 14th August, 2018



**INTENSE TECHNOLOGIES LIMITED**

(CIN: L30007TG1990PLC011510)  
Regd. Office: A1, Vikrampuri, Secunderabad-500009  
Tel: +91- 40 - 44558585; Fax: +91- 40 - 27819040  
Website: www.in10stech.com; E-mail: info@in10stech.com

**ATTENDANCE SLIP FOR 28<sup>TH</sup> ANNUAL GENERAL MEETING  
(to be handed it over at venue of the meeting)**

I certify that I am a registered shareholder / proxy / representative for the registered shareholder(s) of Intense Technologies Limited.

<b>DP ID*</b>	
---------------	--

<b>Folio No.</b>	
------------------	--

<b>Client ID*</b>	
-------------------	--

<b>No. of Shares</b>	
----------------------	--

\* Applicable for investors holding shares in electronic form

I hereby record my presence at the 28th Annual General Meeting of the Company held on 27th day of September, 2018 at 2:00 P. M at FTAPCCI Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad -500 004, Telangana.

Name and Address of Member

--

Signature of Shareholder / Proxy / Representative  
(Please Specify)

Note:

1. Shareholders/ Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

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## INTENSE TECHNOLOGIES LIMITED

(CIN: L30007TG1990PLC011510)  
Regd. Office: A1, Vikrampuri, Secunderabad-500009  
Tel: +91- 40 - 44558585; Fax: +91- 40 - 27819040  
Website: www.in10stech.com; E-mail: info@in10stech.com

### Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	L30007TG1990PLC011510
Name of the Company	Intense Technologies Limited
Registered office	A1, Vikrampuri, Secunderabad-500009
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	
DP ID:	

I/ We, being the member(s) of -----shares of the above named company, hereby appoint

1	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
2	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
	of failing him			
	of failing him			
3	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
	of failing him			
	of failing him			

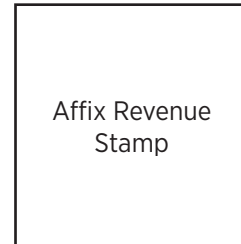
as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 28th Annual General Meeting of the Company, to be held on 27th day of September, 2018 at 2:00 P. M at the FTAPCCI Auditorium, FTAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad -500 004 and at any adjournment thereof in respect of such resolution as are indicated below:

SI No.	Resolutions	For	Against
<b>Ordinary business</b>			
1.	To consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Tikam Sujan who retires by rotation		
3.	Appointment of M/s. MSPR & Co., Chartered Accountants as Statutory Auditors.		
<b>Special business</b>			
4.	Re-appointment of Mr. C.K. Shastri as Managing Director		
5.	Re-appointment of Mr. Jayant Dwarkanath as Whole time Director		
6.	Appointment of Ms. Anisha Chidella as Director of the Company		
7.	Appointment of Ms. Anisha Chidella as Whole time Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Shareholder.....

Signature of Proxy holder(s).....



**Note: This of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**

# 28<sup>th</sup> Annual General Meeting of Intense Technologies Limited

AGM Venue:  
FTAPCCI Auditorium, FTAPCCI HOUSE,  
RED HILLS, LAKDI KA PUL, HYDERABAD - 500004.

## Route Map

