



NOTICE OF THE ANNUAL GENERAL MEETING

To the Members of

Intense Technologies Limited

Notice is hereby given that the Thirty second (32nd) Annual General Meeting (AGM) of the members of Intense Technologies Limited (CIN: L30007TG1990PLC011510) ("the Company") will be held on Wednesday, 21st day of September, 2022 at 12.30 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt

The Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, the Reports of the Board of Directors and Auditors' thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

2. Declaration of Dividend

To declare final dividend on equity shares at the rate of (20%) i.e. ₹ 0.40 per equity share of face value of ₹ 2/- each for the Financial Year ended March 31, 2022 and

in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of (20%) i.e. ₹ 0.40 per equity share of face value of ₹ 2/- each fully paid-up Equity Shares of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2022."

3. Re-appointment of Director

To appoint a Director in place of Mr. Tikam Sujan (DIN: 02137651), who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. Tikam Sujan (DIN: 02137651), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

Special Business:

4. To approve the revision in the managerial remuneration of the Executive Directors of the Company

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

RESOLVED THAT pursuant to sub section (1) of section 197 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to notification issued by Ministry of Corporate Affairs (“MCA”) dated 12 September 2018, under notified provisions of the Companies (Amendment) Act, 2017, (“Amendment Act, 2017”), and as per Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) (“SEBI Listing Regulations”), or any other law applicable for the time being in force and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee approved by Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution) in its respective meetings held on May 30, 2022; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the Members of the Company, be and is hereby accorded to amend the overall maximum managerial remuneration limit payable to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year beyond the limits of 11% (eleven percent) as stipulated in sub section (1) of section 197 of the Act, to such remuneration as detailed in the explanatory statement attached hereto, and in excess of limits prescribed under Regulation 17(6) (e) of the SEBI Listing Regulations in respect of any financial year beyond the limits of 5% (five percent).

“RESOLVED FURTHER THAT in supersession of the resolution approved by the Members of the Company at the 30th Annual General Meeting held September 30, 2020, and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), pursuant to notification issued by MCA dated 12 September 2018, under notified provisions of the Amendment Act, 2017, read with Regulation 17(6)(e) of SEBI Listing Regulations, or any other law for time being in force and subject to the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee and approved by the Board, the consent of the Members of the Company be and is hereby accorded for revision in the payment of managerial remuneration to Mr. C K Shastri, (DIN: 00329398) Managing Director, Mr. Jayant Dwarkanath (DIN: 00329597) and Ms Anisha Shastri, (DIN: 08154544), Whole-time Directors of the Company with effect from 01st October, 2020 till remainder of duration of their tenure (i.e.

till 30th September, 2023) upon the terms and conditions as detailed in the explanatory statement attached hereto, in such manner as may be mutually agreed, subject to the limit being modified by this resolution..

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for authorizing the Board (including the Nomination and Remuneration Committee) to alter, vary, amend, modify or revise the terms and conditions of the remuneration payable to Mr. C K Shastri, (DIN: 00329398) Managing Director, Mr. Jayant Dwarkanath (DIN: 00329597) and Ms Anisha Shastri, (DIN: 08154544) Whole-time Directors of the Company, from time to time to the extent the Board may deem appropriate in such manner as may be mutually agreed between the Directors and the Board (including the Committees thereof, as applicable), and such variation or modification in the aforesaid remuneration may be beyond the limits as under the relevant provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), pursuant to notification issued by MCA dated 12 September 2018, and Regulation 17(6)(e) of the SEBI Listing Regulations, but within the overall limits specified in the explanatory statement.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act read with Schedule V to the Act, where in any financial year during the tenure of the above mentioned Executive Directors, the Company has no profits or its profits are inadequate, the Company may pay to Executive Directors the remuneration as mentioned in the explanatory statement, excluding the commission, as the minimum remuneration for the aforesaid period, by way of salary, perquisites and other allowances and benefits and subject to receipt of the requisite approvals, if any.

“RESOLVED FURTHER THAT the Board be and is hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies/MCA/ SEBI/ Stock Exchanges in connection with above and payment of remuneration and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company.”

By Order of the Board of Directors

sd/-

Saheli Banerjee

Company Secretary & Compliance Officer
M. No: ACS-44382

Date: May 30, 2022
Place: Secunderabad

Registered Office:

A1, Vikrampuri, Secunderabad - 500 009
CIN: L30007TG1990PLC011510
Ph: 040 44558585/27849019/27844551
E-mail: saheli.b@intense.in

Notes for Members:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 30th May 2022 considered that the special business under Item No. 4, being considered unavoidable, be transacted at the 32nd AGM of the Company.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, and 5th MAY 2022 respectively, (“MCA Circulars”) allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 32nd AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
4. The Members can join the 32nd AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited’s (“NSDL”) e-Voting website at www.evoting.nsdl.com. The facility of participation at the 32nd AGM through VC/OAVM will be made available to at least one thousand Members on a first come first served basis as per the MCA Circulars.
5. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer’s e-mail address at piandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc) can also upload their Board Resolution/ Power of Attorney/ Authority letter etc by clicking on “**upload Board Resolution/ Authority letter**” displayed under **e-voting tab** in their login.
6. The Members attending the 32nd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Tikam Sujan (DIN: 02137651) Director of the Company, retires by rotation at the 32nd Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.
8. M/s. MSPR & Co., Chartered Accountants (Firm Registration No. 010152S) Hyderabad, was appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on September 30, 2021 to hold office till the conclusion of the 36th Annual General Meeting of the Company. Pursuant to notification no: G.S.R. 432 (E) issued by the Ministry of Corporate Affairs Govt. of India on May 7, 2018 amending the provision of section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted/deleted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM. The Board of Directors were empowered by the shareholders of the company to fix the remuneration of the Statutory Auditors.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 32nd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 32nd AGM will be provided by NSDL.
10. In accordance with the MCA Circulars and SEBI Circular the notice of the AGM along with the 32nd Annual Report for the FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and 32nd Annual Report for the FY 2021-22 will also be available on the Company’s website i.e. www.in10stech.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

11. For receiving all communication (including 32nd Annual Report for FY 2021-22) from the Company electronically:
- Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number(s) and attaching a self-attested copy of PAN card at info@in10stech.com or to M/s KFin Technologies Limited (KFinTech) at inward.ris@kfintech.com.
 - Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

12. Book Closure and Dividend

- The Register of Members and Share Transfer Books of the Company will be closed from **Thursday, September 15, 2022 to Wednesday, September 21, 2022** (both days inclusive) for the purpose of payment of dividend and AGM for FY 2021-22.
- The dividend on equity shares, if approved at the Meeting, shall be paid/credited in the respective bank account of the members of the company on Tuesday, September 27, 2022 subject to deduction of income-tax at source ('TDS'). The dispatch of dividend warrants/demand drafts will be completed on same day.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN, Category with their depository participants ('DPs') or in case shares are held in physical form, with the Company/Registrars and Transfer Agents by sending documents through e-mail on or before 10th September, 2022.

13. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

14. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its

Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.

- Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Wednesday, September 14, 2022** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM.

Any member(s) holding shares in physical form or non-individual member who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Wednesday, September 14, 2022**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**'

- The remote e-Voting period commences on **Saturday, September 17, 2022 at 9.00 a.m. (IST) and ends on Tuesday, September 20, 2022 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity Share Capital of the Company as on the cut-off date i.e. **Wednesday, September 14, 2022**.
- Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also

eligible to vote on the remaining resolutions during the AGM. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- i) Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under ‘Access NSDL e-Voting system’. After successful login, Member(s) can click on link of ‘VC/OAVM’ placed under ‘Join General Meeting’ menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled “The instructions for remote e-Voting before/during the AGM” in the Notice to avoid last minute rush.
- ii) Members who would like to express their views or ask questions during the 32nd AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at info@in10stech.com between **Saturday, September 17, 2022 at 9.00 a.m. (IST) and ends on Monday, September 19, 2022 at 5.00 p.m. (IST)**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

Members who do not wish to speak during the AGM but would like to express their views/have questions may send their questions in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@in10stech.com. These queries will be replied to by the company suitably by email.

- iii) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800 1020 990/1800 224 430.

16. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.


Details on Step 1 are mentioned below:

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In pursuance of SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants.

Shareholders are advised to update their mobile number and e-mail-id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on ‘Access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a) Option to register is available at https://eservices.nsdl.com b) Select ‘Register Online for IDeAS’ Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Please follow steps given in points 1-5

Type of shareholders	Login Method
	<p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-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 respective website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

A. How to cast your vote electronically on NSDL e-Voting system and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding

shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. The instructions for e-Voting during the AGM are as under:

1. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-Voting system at the AGM.

C. General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pjandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on

toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

D. Other Instructions:

1. The Board of Directors has appointed Mr. Puttaparthi Jagannatham, Corporate Advocate, and Practicing Company Secretary as the Scrutinizer to scrutinise the remote e-Voting process as well as e-voting during the AGM in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make consolidated Scrutiniser’s Report and submit the same to the Chairperson.

The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: www.in10stech.com and on the website of NSDL www.evoting.nsdl.com immediately. The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.

17. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@in10stech.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@in10stech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

18. Notice for shareholders/investors for unpaid dividends

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time to time, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on October 21, 2021 on the website of the Company and also on the website of the Ministry of Corporate Affairs, the information in respect of such unclaimed/ unpaid dividend.

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the amount of dividend along with the remaining unclaimed for a period of seven years is to be transferred to Investor Education and Protection Fund. Information in respect of such unclaimed dividend when due for transfer to the said Fund.

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims, if any, to the company well in advance of the above due dates.

19. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to info@in10stech.com

20. DIVIDEND RELATED INFORMATION

- i) The Board of Directors recommended a final dividend on equity shares at the rate of 20% i.e. ₹ 0.40/- per Equity Share of face value of ₹ 2/- each for the Financial Year ended on March 31, 2022, subject to approval of the Members at the AGM, the dividend will be paid on Tuesday, September 27, 2022, to the Members whose names appear on the Company's Register of Members as on the Record Date and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dispatch of dividend warrants/demand drafts will be completed on same day.
- ii) The Company has notified closure of Register of Members and Share Transfer Books from **Thursday, September 15, 2022 to Wednesday, September 21, 2022** (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- iii) As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend Warrants/ Demand Drafts will be dispatched to the

registered address of the members who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents.

- iv) Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
- v) Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ECS/NEFT/RTGS details and submission of Permanent Account Number (PAN)
 - a) to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - b) to the Company at its registered office or the Registrar & Transfer Agent, M/s KFin Technologies Limited (Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants
- vi) Manner of registering mandate for receiving Dividend:
 - a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - b) with the Company / KFinTech by clicking on <https://ris.kfintech.com/form15> or by emailing at info@in10stech.com or einward.ris@kfintech.com, if shares are held in physical mode, by submitting scanned copy of the (i) signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant may also be required to be furnished.
- vii) Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed ₹ 5,000/-, The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows:

A. RESIDENT MEMBERS:

A.1 Tax Deductible at Source for Resident Members

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident members if the Members submit and register following documents as mentioned below table with the Company/Kfintech

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2	Members to whom section 194 of the Income Tax,1961 does not apply such as LIC, GIC, etc.	Nil	Documentary evidence that the said provisions are not applicable
3	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A(1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes(CBDT)
6	National Pension Scheme	Nil	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT MEMBERS:

Withholding tax on dividend payment to non-resident members if the non-resident members submit and register following document as mentioned in the below table with the Company / RTA.

SI No	Particulars	Withholding Tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate
2	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ul style="list-style-type: none"> i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received ii. PAN iii. Form 10F filled & duly signed iv. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Notes:

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / Kfintech post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.kfintech.com/form15/> on or before September 10, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 10, 2022 shall not be considered.
- iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.
- iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will

be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

21. OTHER INFORMATION:

1. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.
2. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
The forms for updating the above details are available at https://in10stech.com/		
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

3. Members may also note that the 32nd Annual Report for the financial year 2021-22 will also be available on the Company's website www.in10stech.com. For any communication, the members may also send requests to the Company's investor email id: info@in10stech.com.

By Order of the Board of Directors

sd/-

Saheli Banerjee

Company Secretary & Compliance Officer

M. No: ACS-44382

Date: May 30, 2022

Place: Secunderabad

Registered Office:

A1, Vikrampuri,
 Secunderabad - 500 009
 CIN: L30007TG1990PLC011510
 Ph: 040 44558585/27849019/27844551
 E-mail: saheli.b@intense.in

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as (“the Act”) the following Statement sets out all material facts relating to the Special Business mentioned in the Notice.

Item No.4.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Section 197 of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Amendment) Act, 2017 (“**Amendment Act, 2017**”), which came into effective on September 12, 2018, the total managerial remuneration payable by a Company to its Directors, including Managing Director and Whole-time Director and its Manager, if any, in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the company calculated as per the section 198 of the Act, provided that the same has been approved by the shareholders of the company by way of Special Resolution. This is an enabling provision introduced by the Parliament recently in section 197 of the Act. The requirement of Central Government approval required has been done away with.

Similarly, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), provides limits for payment of remuneration to Executive Directors who are promoters or members of the promoter group. As per the aforesaid regulations, where there is more than one Executive Director who are promoters or members of the promoter group, the aggregate annual remuneration to such directors shall not exceed 5% of the net profits of the listed entity and any payment beyond the limits shall be approved by the shareholders of the company by way of Special Resolution.

Current limits are applicable to profits of the standalone entity. Our experience is that the consolidated profits are considerably more than the profits of the standalone entity. The Board of Directors (“**the Board**”) supervises entire operations of the Company in its consolidated form. The Executive Directors manage the operations in its consolidated form and not just the standalone entity. The Dividend pay-out ratio for distribution to shareholders is also worked out on the basis of the Consolidated Profits of the Company.

The current applicable legal provisions restrict the calculations with reference only to standalone entity profits and the same are not in alignment with actual operations handled by the Company. We therefore, are seeking to incorporate this difference by appropriately expanding the limits as they are

applied to the standalone entity. The revision in the limits will also help us to appropriately remunerate the directors.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on May 30, 2022, recommended a marked-to-market based remuneration payable by the Company on a standalone entity basis, computed in the manner as laid down in Section 198 of the Act, to the following Executive Directors of the Company, but within the overall limits specified in this explanatory statement.

Mr. C K Shastri (DIN: 00329398), Managing Director

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the Members at their 30th Annual General Meeting (“**AGM**”) held on 30th September, 2020, had considered and approved the re-appointment of Mr. C K Shastri (DIN: 00329398) as Managing Director for a term of 3 (Three) years with effect from 1st October, 2020.

Mr. C K Shastri (DIN: 00329398) founded the Company, and have been associated with Intense Technologies for over three decades. He is actively involved in the domains of digital transformation and customer experience of the group. Mr. Shastri believes in ‘leadership through transparency and empowerment’ and as a professional, he has set an example in corporate excellence by adhering to the best practices in management. He is also instrumental in forming various technology driven processes and under his leadership, the Company has expanded its global reach and scale, introduced numerous new products and has attained exponential growth.

On review of the performance and growth of the Company, which was led by Mr. Shastri in current role as Managing Director and considering realignment of roles in management and governance of the organization, the Board based on the recommendation of Nomination and Remuneration Committee, at its meeting held on 30th May, 2022, has approved the revision in the payment of overall managerial remuneration of Mr. C K Shastri with effect from 01st October, 2020 till the remainder period of his existing term i.e. up to 30th September, 2023, subject to the approval of the Members of the Company at this AGM, in supersession of the terms and conditions approved by the members on 30th AGM, held on 30th September 2020, while taking into consideration of other necessary regulatory approvals and payment of remuneration thereof, on such terms and conditions as stipulated below:

Remuneration:

The Minimum Remuneration during the above tenure should be in the pay scale of ₹ 7,00,000/- per month (Rupees Seven lakhs only) which includes basic salary, taxable perquisites and other allowance but excluding perquisites to the extent exempted under the Income-tax Act, 1961 (“**IT Act**”).

Other Terms and Conditions:

- a) **Perquisites:** Subject to overall ceiling as aforesaid, Managing Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including house rent allowance, medical reimbursement, leave travel concession for self and family, club fees, use

of Company cars and such other allowances, benefits, amenities and facilities etc., as per the Company's rules or as may be agreed to between the Board and Managing Director.

- b) **Commission:** 5% of net profits of the Company for a financial year, provided that the net profit of the company shall be computed under Section 198 of the Act, based upon the Audited Annual Financial Statements for that financial year.

Any increase or decrease in the amount of Commission would be determined by the Board in such a manner as may be mutually agreed, based on the net profits of the Company in a particular year during his tenure, beyond or in excess of the limits laid down under the applicable sections of the Act and SEBI Listing Regulations.

- c) The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company.
- d) **Exempted perquisite:** In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the IT Act;
 - Gratuity as per the Act;
 - Encashment of leave at the end of the tenure; and
 - Reimbursement of expenses incurred for the business of the Company.

- e) Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 ("IT Rules"), wherever applicable and at cost, in the absence of any such rule.
- f) Subject to the superintendence, control and direction of the Board, the Managing Director shall manage and conduct the business and affairs of the Company.

It may be noted that the mentioned remuneration is same as was already approved by the Members at their 30th AGM held on 30th September, 2020. Furthermore, any future recommendation by the Nomination and Remuneration Committee and consideration by the Board for subsequent revisions in the remuneration shall be within the foregoing pay scale.

Mr. Jayant Dwarkanath (DIN: 00329597),

Whole-time Director

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the Members at their 30th AGM held on 30th September, 2020, had considered and approved the re-appointment of Mr. Jayant Dwarkanath (DIN: 00329597) as Whole-time Director for a term of 3 (Three) years with effect from 1st October, 2020.

Mr. Jayant Dwarkanath (DIN: 00329597) is a Bachelor of Engineering and an MBA from Osmania University. He looks after the overseas operations of the company and has been

instrumental in tie-ups with global majors for overseas distribution of the company's software products. He is exploring opportunities in the US and Europe as well.

On review of the performance and growth of the Company and considering realignment of roles in management and governance of the organization, the Board based on the recommendation of Nomination and Remuneration Committee, at its meeting held on 30th May, 2022, has approved the revision in the payment of overall managerial remuneration of Mr. Jayant Dwarkanath (DIN: 00329597) with effect from 01st October, 2020 till the remainder period of his existing term i.e. up to 30th September, 2023, subject to the approval of the Members of the Company at this AGM, in supersession of the terms and conditions approved by the members on 30th AGM, held on 30th September 2020, while taking into consideration of other necessary regulatory approvals and payment of remuneration thereof, on such terms and conditions as stipulated below:

Remuneration:

The Minimum Remuneration during the above tenure should be in the pay scale of ₹ 7,00,000/- per month (Rupees Seven lakhs only) which includes basic salary, taxable perquisites and other allowance but excluding perquisites to the extent exempted under the IT Act.

Other Terms and Conditions:

- a) **Perquisites:** Subject to overall ceiling as aforesaid, the Whole-time Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including house rent allowance, medical reimbursement, leave travel concession for self and family, club fees, use of Company cars and such other allowances, benefits, amenities and facilities etc., as per the Company's rules or as may be agreed to between the Board and the Director.
- b) **Commission:** 5% of net profits of the Company for a financial year, provided that the net profit of the company shall be computed under Section 198 of the Act, based upon the Audited Annual Financial Statements for that financial year.

Any increase or decrease in the amount of Commission would be determined by the Board in such a manner as may be mutually agreed, based on the net profits of the Company in a particular year during his tenure, beyond or in excess of the limits laid down under the applicable sections of the Act and SEBI Listing Regulations.

- c) Mr. Jayant Dwarkanath (DIN: 00329597) will also be a member of the Group Medical and Personal Accident Insurance policies of the Company.
- d) **Exempted perquisite:** In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the IT Act;
- Gratuity as per the Act;
- Encashment of leave at the end of the tenure; and

- Reimbursement of expenses incurred for the business of the Company.
- e) Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per IT Rules, wherever applicable and at cost, in the absence of any such rule.
- f) Subject to the superintendence, control and direction of the Board, Mr. Jayant Dwarkanath (DIN: 00329597) shall manage and conduct the business and affairs of the Company.

It may be noted that the mentioned remuneration is same as was already approved by the Members at their 30th AGM held on 30th September, 2020. Furthermore, any future recommendation by the Nomination and Remuneration Committee and consideration by the Board for subsequent revisions in the remuneration shall be within the foregoing pay scale.

Ms. Anisha Shastri (DIN: 08154544), Whole-time Director

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the Members at their 30th AGM held on 30th September, 2020, had considered and approved the re-appointment of Ms. Anisha Shastri (DIN: 08154544) as Whole-time Director for a term of 3 (Three) years with effect from 1st October, 2020.

Ms. Anisha Shastri (DIN: 08154544) comes with a diverse experience of working with large enterprises, SMEs and startups. Her expertise lies in building corporate and product strategies. Having consulted for large clients in the Telecommunications, BFSI and Health Care industries, she comes with immense domain knowledge in these industries and a strong passion to solve problems. She holds an MBA degree in Entrepreneurship from Babson College, U.S.A and a Bachelor of Engineering, Information Technology from Osmania University. Currently, Anisha handles business strategy and overseas growth for Intense.

On review of the performance and growth of the Company and considering realignment of roles in management and governance of the organization, the Board based on the recommendation of Nomination and Remuneration Committee, at its meeting held on 30th May, 2022, has approved the revision in the payment of overall managerial remuneration of Ms. Anisha Shastri (DIN: 08154544) with effect from 01st October, 2020 till the remainder period of her existing term i.e. up to 30th September, 2023, subject to the approval of the Members of the Company at this AGM, in supersession of the terms and conditions approved by the members on 30th AGM, held on 30th September 2020, while taking into consideration of other necessary regulatory approvals and payment of remuneration thereof, on such terms and conditions as stipulated below:

Remuneration:

The Minimum Remuneration during the above tenure should be in the pay scale of ₹ 3,50,000/- per month (Rupees Three lakh fifty thousand only) which includes basic salary, taxable perquisites and other allowance but excluding perquisites to the extent exempted under the IT Act.

Other Terms and Conditions:

- a) **Perquisites:** Subject to overall ceiling as aforesaid, the Whole-time Director shall have liberty to opt for such other allowances, perquisites and incentive as he deems fit including house rent allowance, medical reimbursement, leave travel concession for self and family, club fees, use of Company cars and such other allowances, benefits, amenities and facilities etc., as per the Company's rules or as may be agreed to between the Board and the Director.
- b) **Commission:** 5% of net profits of the Company for a financial year, provided that the net profit of the company shall be computed under Section 198 of the Act, based upon the Audited Annual Financial Statements for that financial year.
- c) Any increase or decrease in the amount of Commission would be determined by the Board in such a manner as may be mutually agreed, based on the net profits of the Company in a particular year during his tenure, beyond or in excess of the limits laid down under the applicable sections of the Act and SEBI Listing Regulations.
- d) Ms. Anisha Shastri (DIN: 08154544) will also be a member of the Group Medical and Personal Accident Insurance policies of the Company.
- e) **Exempted perquisite:** In addition to the perquisites referred above, she will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.
 - Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the IT Act;
 - Gratuity as per the Act;
 - Encashment of leave at the end of the tenure; and
 - Reimbursement of expenses incurred for the business of the Company.
- f) Subject to the applicable provisions of the Act, perquisites and allowances shall be evaluated as per IT Rules, wherever applicable and at cost, in the absence of any such rule.
- g) Subject to the superintendence, control and direction of the Board, Ms. Anisha Shastri (DIN: 08154544) shall manage and conduct the business and affairs of the Company.

The special resolution set out above seeks approval of the members for modifying the overall managerial remuneration beyond the prescribed limits as per the provisions of Section 197 of the Act, read with Schedule V of the Act and the rules made thereunder, for the remuneration payable to one or more managing directors and/or whole-time directors or manager of the Company in any financial year.

Regulation 17(6)(e) of SEBI Listing Regulations, requires a company to seek approval of members by special resolution if the limit provided for payment of remuneration to Executive Directors exceeds the limit under Regulation 17(6)(e) of SEBI Listing Regulations. The special resolution set out above also seeks approval of the members for payment of remuneration to Executive Directors for the changed limit if any till the expiry

of their term under Regulation 17(6)(e) of the SEBI Listing Regulations.

The shareholders of the Company will be informed of the remuneration package drawn by the Executive Directors 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 and Ms. Anisha Shastri are relatives and their other relatives, to the extent of their shareholding interest and Directorship in the Company, may be deemed to be concerned or interested.

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.

Information of Director seeking re-appointment under Section 152 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing

Obligations and Requirements) Regulations, 2015 and Secretarial Standard-2

Item No. 3:

Mr. Tikam Sujan (DIN: 02137651)

Non- Executive Non-Independent Director | Member of the Board of Directors since 2003 | Nationality: USA

Professional Experience

- Has been a member of several trade and business associations.
- Member of the advisory or executive boards of private as well as listed Indian companies.
- Over 35 years of experience working as a successful NRI businessman based at Miami, Florida, USA, operating in American geography.
- He is a leading professional with high level of expertise in functional areas such as business strategy, research & innovation amongst others

Name of the Director	Mr. Tikam Sujan			
Director Identification Number	02137651			
Date of Birth	February 23, 1959			
Date of First Appointment	August 14, 2003			
Qualifications	B. Com in Commerce			
Experience	Mr. Tikam Sujan, has over 35 years of experience in various functional areas. He is a successful NRI businessman based at Miami, Florida, USA, operating in American geography His areas of experience include general management, foreign trade business strategy, research & innovation amongst others			
Remuneration	Nil			
1. List of Directorships held in other Companies/ LLP as on 31/03/2022	Sl. No.	Names of the Companies/bodies corporate/firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Date on which interest or concern arose/changed
	1	Satvadhara Eco Solutions Private Limited	Director	01/07/2019
	2	Pavisara Greentech Private Limited	Director	12/07/2013
	3	Satvaayush Technologies Private Limited	Director	01/07/2019
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31/03/2022	Nil			
Shareholding in the Company	22,37,642 equity shares			
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel			

Except Mr. Tikan Sujan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 32nd AGM. Upon his re-appointment as a director, Mr. Sujan shall continue to hold office as a Non-Executive Director of the Company.

Accordingly, the Board of Directors recommends his re-appointment to the members for their approval by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of the 32nd AGM.

By Order of the Board of Directors

sd/-

Saheli Banerjee

Company Secretary & Compliance Officer

M. No: ACS-44382

Registered Office:

A1, Vikrampur,
Secunderabad - 500 009
CIN: L30007TG1990PLC011510
Ph: 040 44558585/27849019/27844551
E-mail: saheli.b@intense.in

Date: May 30, 2022

Place: Secunderabad