



NOTICE OF THE ANNUAL GENERAL MEETING

To the Members of

Intense Technologies Limited

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of the members of Intense Technologies Limited (CIN: L30007TG1990PLC011510) ("the Company") will be held on Friday, 29th day of September, 2023 at 12.00 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

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, 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 Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members be and are hereby considered and adopted."

and

- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Report of the 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 Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of 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 25% i.e., ₹0.50/- (Fifty paise only) per equity share of face value of ₹ 2/- (Two Rupees) each for the Financial Year ended March 31, 2023 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 (25 %) i.e. ₹0.50 (Fifty paise only) per equity share of face value of ₹2/- (Two Rupees) 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, 2023."

3. Re-appointment of Director

To appoint a Director in place of Mr. Tikam Sujana (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. Re-appointment of Mr. C.K. Shastri (DIN: 00329398) 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members, be and is hereby accorded for the re-appointment of Mr. C. K. Shastri (DIN: 00329398) as Managing Director of the Company for a further period of 3 years commencing from October 1, 2023, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company and to issue the contract of employment as per section 190 of the Companies Act, 2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

5. Re-appointment of Mr. Jayant Dwarkanath (DIN: 00329597) 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members, be and is hereby accorded for the re-appointment of Mr. Jayant Dwarkanath (DIN:00329597) as Whole Time Director of the Company for a further period of 3 years commencing from October 1, 2023, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company and to issue the contract of employment as per section 190 of the Companies Act, 2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

6. Re-appointment of Ms. C. Anisha Shastri (DIN: 08154544) 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members, be and is hereby accorded for the re-appointment of Ms. C. Anisha Shastri (DIN: 08154544) as Whole Time Director of the Company for a further period of 3 years commencing from October 1, 2023, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee including the Nomination & Remuneration Committee which may exercise its powers including the powers conferred by this resolution) be and is hereby authorized to vary, alter, widen the scope of the remuneration as they deem fit in the interest of the Company and to issue the contract of employment as per section 190 of the Companies Act, 2013 & the rules made thereof and the applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

7. To appoint Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) as a Non-Executive Independent Director 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 the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr. Gopala Krishna Dhanyamraju (DIN: 08217921), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the company w.e.f. July 25, 2023, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years with effect from July 25, 2023 to July 24, 2028 and not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

8. Approval for introduction and implementation of Intense Technologies Limited - Restricted Stock Unit Plan 2023 (“RSU Plan 2023”/“Plan”)

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), as amended and enacted from time to time, read with all

circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the introduction and implementation of **Intense Technologies Limited - Restricted Stock Unit Plan 2023 (“RSU Plan 2023”/“Plan”)** and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers including the powers conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations to create and grant from time to time, in one or more tranches, not exceeding 5,00,000 (Five lakhs) Restricted Stock Units (“RSUs”) to or for the benefit of such person(s) as designated by the Company, within the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 5,00,000 (Five lakhs) equity shares of face value of Rs 2 (Rupees two) each fully paid-up, (as adjusted for any changes in the capital structure of the Company), where one restricted stock unit would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action such as rights issue, bonus issue, merger, sale of division and others, if any additional equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the restricted stock units granted earlier, the ceiling as specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, if the revised face value of the equity share is more than the current face value as prevailing on the date of coming into force of this Plan, the maximum number of equity shares available for being granted under the Plan as specified above, shall stand modified accordingly and the price of acquisition for each restricted stock unit payable by the grantees under the Plan shall automatically stand augmented or reduced, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such consolidation,

without affecting any other rights or obligations of the said grantees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect RSU Plan 2023 on such terms and conditions as contained in the explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate RSU Plan 2023, subject to compliance with the SBEB Regulations, the Act and other applicable laws, rules and regulations, as may be prevailing at that time.”

“**RESOLVED FURTHER THAT** the equity shares may be allotted in accordance with RSU Plan 2023 directly to the employees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed as per provisions of SEBI Listing Regulations, SEBI SBEB & SE Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan and to make applications to the appropriate authorities for requisite approvals, file documents as required in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of RSU Plan 2023 and to take all such steps and do all acts as may be incidental or ancillary thereto.”

“**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers

conferred herein, to any committee of directors or to Chairman & Managing Director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters, things including to file such forms and also to execute such documents, writings etc. as may be necessary in this regard.”

**By Order of the Board of
Directors**

Sd/-

Pratyusha Podugu

Company Secretary &
Compliance Officer
M. No: ACS-71069

Date: July 25, 2023

Place: Secunderabad

Registered Office:

A1, Vikrampuri,
Secunderabad - 500 009
Telangana, India
CIN: L30007TG1990PLC011510
Ph: 040
44558585/27849019/27844551
E-mail: pratyusha.p@intense.in

Notes for Members:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 (Collectively referred to as “MCA Circulars”) and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, permitted to convene the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars read with SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the 33rd AGM shall be the Registered Office of the Company at A1, Vikrampuri, Secunderabad - 500 009, Telangana, India.
2. In compliance with the above MCA Circulars and SEBI Circular, Notice of the 33rd AGM along with the 33rd Annual Report 2022-23 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 33rd Annual Report 2022-23 will also be available on website of the Company (www.in10stech.com), websites of the stock exchanges, BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting.nsdl.com.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. Since, this AGM is being held through VC / OAVM in pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly the facility for appointment of proxies by the members shall not be available for the AGM and hence, the proxy form and attendance slip are not annexed hereto.
4. The Members can join the 33rd 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 33rd 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 pjandcofirm@gmail.com with a copy marked to evoting@nsdl.co.in.
6. The Members attending the 33rd 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 33rd Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) relating to the Special Resolution i.e., Item Nos. 4 to 8, to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto.
9. Pursuant to Regulations 36(3) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 152 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS- 2), details in respect of Director seeking appointment/ reappointment of Directorship at 33rd AGM of the Company to be held on Friday, 29th September, 2023 is provided in Annexure-1 of this Notice.
10. 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 33rd 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 33rd AGM will be provided by NSDL.
11. In accordance with the MCA Circulars and SEBI Circular the notice of the AGM along with the 33rd Annual Report for the FY 2022-23 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 33rd Annual Report for the FY 2022-23 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.
12. For receiving all communication (including 33rd Annual Report for FY 2022-23) from the Company electronically:
 - a. 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 einward.ris@kfintech.com.

- b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

13. Book Closure and Dividend

- (a) The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, September 23, 2023 to Friday, September 29, 2023** (both days inclusive) for the purpose of payment of dividend and AGM for the FY 2022-23.
- (b) 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 or before 30 days of conclusion of the AGM, 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, 2023.

14. 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:

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

- i. 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.

- ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, 22nd September 2023 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. Friday, 22nd September 2023, 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.'

- iii. The remote e-Voting period commences on Tuesday, 26th September 2023 at 9.00 a.m. (IST) and ends on Thursday, 28th September 2023 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. Friday, 22nd September 2023.
- iv. 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.

16. 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 33rd 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 Monday, September 25, 2023 at 9.00 a.m. (IST) and ends on Wednesday, September 27, 2023 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/ 022 - 4886 7000.

17. 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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
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 022 - 4886 7000
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 two working days 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.

18. 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 AADHAAR 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 AADHAAR 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.

19. 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 September 22, 2022 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 before due dates.

20. 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

21. DIVIDEND RELATED INFORMATION

- i) The Board of Directors recommended a final dividend on equity shares at the rate of 25% i.e. ₹0.50/- per Equity Share of face value of ₹ 2/- each for the Financial Year ended on March 31, 2023, subject to approval of the Members at the AGM, the dividend will be paid on Wednesday, 4th October, 2023, 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 Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (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: <ol 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, 2023 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 10, 2023 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.

22. 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 33rd Annual Report for the financial year 2022-23 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/-

Pratyusha Podugu

Company Secretary & Compliance Officer

M. No: ACS-71069

Date: July 25, 2023

Place: Secunderabad

Registered Office:

A1, Vikrampuri,
Secunderabad - 500 009
Telangana, India
CIN: L30007TG1990PLC011510
Ph: 040 44558585/27849019/27844551
E-mail: info@in10stech.com

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.

The Shareholders of the Company, at their 30th Annual General Meeting held on September 30, 2020 appointed Mr. C. K. Shastri (DIN: 00329398) as Managing Director of the Company for a term of 3 years upto September 30, 2023, not liable to retire by rotation.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr. C. K. Shastri (DIN: 00329398) as Managing Director, not liable to retire by rotation, for a further period of 3 (Three) years from October 1, 2023 upto September 30, 2026 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board from time to time, subject to approval of Shareholders at this Annual General Meeting.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. C. K. Shastri are as under:

Remuneration:

The Minimum Remuneration during the above tenure should be in the pay scale of ₹8,00,000/- per month (Rupees Eight 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.

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.

Brief profile of Mr. C. K. Shastri, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) New Delhi is as follows.

Name of the Director	Mr. C.K. Shastri		
Director Identification Number	00329398		
Date of Birth	31st December, 1958		
Date of first appointment	1st July, 2010		
Nationality	Indian		
Profile / Qualifications & Experience	Is a B.Com & P.G. Diploma in Marketing having 42 years of Business Experience including 24 years in I.T. Industry. He is passionate about business excellence, entrepreneurship and India's place on the global stage for excellence in enterprise software products. He believes in 'leadership through transparency and empowerment' and as a top management professional has set an example in corporate excellence by adhering to the best practices in management, leadership and motivation. Overall, he is a people person, passionate about building teams and mentoring miracles.		
Remuneration Proposed to be paid	As detailed above in the Explanatory Statement		
Directorships held in other Companies	Company Type	Company Name	Begin Date
	Public Limited	-	-
	Private Limited	I - TRACE NANOTECH PRIVATE LIMITED (CIN: U74999TG2008PTC058474)	01-04-2008
		PAVISARA GREENTECH PRIVATE LIMITED (CIN: U24232TG2013PTC088925)	12-07-2013
	LLP	CKAJ ADVISORY LLP (LLPIN: AAX-5003)	22-06-2021
Chairman/Member of the Committees of the Boards of other companies in which he is Director	Nil		
Shareholding in the Company (No's)	25,28,592 equity shares		
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Except Ms. C. Anisha Shastri, not related to any other Director / Key Managerial Personnel		

*8,00,000 equity shares were allotted to Mr. Krishna Shastri Chidella, upon conversion of Warrants allotted under Preferential basis by the Company on 22nd February, 2023 and Listing & Trading Approvals from Stock Exchanges (Both BSE & NSE) were given on 20th June, 2023.

Mr. C.K. Shastri and Ms. C. 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. None of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out in item No.4 of the Notice for approval of the Shareholders.

Item No. 5.

The Shareholders of the Company, at their 30th Annual General Meeting held on September 30, 2020 appointed Mr. Jayant Dwarkanath (DIN: 00329597) as Whole Time Director of the Company for a term of 3 years upto September 30, 2023, not liable to retire by rotation.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr. Jayant Dwarkanath (DIN: 00329597) as Whole Time Director, not liable to retire by

rotation, for a further period of 3 (Three) years from October 1, 2023 upto September 30, 2026 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board from time to time, subject to approval of Shareholders at this Annual General Meeting.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Jayant Dwarkanath are as under:

Remuneration:

The Minimum Remuneration during the above tenure should be in the pay scale of Rs 8,00,000/- per month (Rupees Eight 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.

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.

Brief profile of Mr. Jayant Dwarkanath, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) New Delhi is as follows.

Name of the Director	Mr. Jayant Dwarkanath
Director Identification Number	00329597
Date of Birth	06th September, 1964
Date of first appointment	01/10/2009
Nationality	Indian
Profile / Qualifications & Experience	Is a Bachelor of Engineering and an MBA from Osmania University having 36 years of Experience in Banking and I.T. Industry. 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. He does not see the world in terms of clients or partners, rather as one comprising of excellence-oriented corporations to whom he would like to hold out the invitation – to join our network and benefit from our enterprise agility, document management, process agility and information-driven customer life-cycle management paradigms – and profit from it.
Remuneration Proposed to be paid	As detailed above in the Explanatory Statement

Directorships held in other Companies	Company Type	Company Name	Begin Date
	Public Limited	-	-
	Private Limited	KADAMBI ENGINEERING CONSULTANTS PRIVATE LIMITED (CIN:U74999TG2009PTC063529)	04-05-2009
		REASY APPS PRIVATE LIMITED (CIN: U72200KA2022PTC165571)	30-08-2022
	LLP	CKAJ ADVISORY LLP (LLPIN: AAX-5003)	22-06-2021
Chairman/ Member of the Committees of the Boards of other companies in which he is Director	Nil		
Shareholding in the Company (No's)	12,95,635 equity shares		
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel		

None of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out in item No.5 of the Notice for approval of the Shareholders.

Item No. 6.

The Shareholders of the Company, at their 30th Annual General Meeting held on September 30, 2020 appointed Ms. C. Anisha Shastri (DIN: 08154544) as Whole Time Director of the Company for a term of 3 years upto September 30, 2023, not liable to retire by rotation.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Ms. C. Anisha Shastri (DIN: 08154544) as Whole Time Director, not liable to retire by rotation, for a further period of 3 (Three) years from October 1, 2023 upto September 30, 2026 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board from time to time, subject to approval of Shareholders at this Annual General Meeting.

Broad particulars of the terms of re-appointment and remuneration payable to Ms. C. Anisha Shastri are as under:

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:

- 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.
- 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) Ms. C. Anisha Shastri (DIN: 08154544) will also be a member of the Group Medical and Personal Accident Insurance policies of the Company.
- d) **Exempted requisite:** 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.
- 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, Ms. C. Anisha Shastri (DIN: 08154544) shall manage and conduct the business and affairs of the Company.

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.

Brief profile of Ms. C. Anisha Shastri, nature of his expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India (ICSI) New Delhi is as follows.

Name of the Director	Ms. C. Anisha Shastri		
Director Identification Number	08154544		
Date of Birth	17th January, 1990		
Date of first appointment	27/07/2018		
Nationality	Indian		
Profile / Qualifications & Experience	Is a B.Tech and MBA having 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 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.		
Remuneration Proposed to be paid	As detailed above in the Explanatory Statement		
Directorships held in other Companies	Company Type	Company Name	Begin Date
	Public Limited	-	-
	Private Limited	REASY APPS PRIVATE LIMITED (CIN: U72200KA2022PTC165571)	30-08-2022
	LLP	CKAJ ADVISORY LLP (LLPIN: AAX-5003)	22-06-2021
Chairman/Member of the Committees of the Boards of other companies in which she is Director	Nil		
Shareholding in the Company (No's)	726 equity shares		
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Except Ms. C K Chidella Shastri, not related to any other Director / Key Managerial Personnel		

Mr. C.K. Shastri and Ms. C. 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. None of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out in item No.6 of the Notice for approval of the Shareholders.

Item No. 7.

With a view to broad base the Board with respect to composition of Board of Directors of the Company, the Board at its Meeting held on July 25, 2023, on the recommendations of the Nomination and Remuneration Committee, inducted Mr. Gopala Krishna Dhanyamraju (DIN: 08217921), as an Additional Director in the category of Non- Executive Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. July 25, 2023, subject to the approval of shareholders of the Company. Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) as a Non-Executive Independent Director of the Company.

Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) aged about 60 years is a veteran from Indian Air Force, is a 1st Class Graduate in Bachelor of Commerce. He has an experience of over 32 years in the Indian Air Force. He held prestigious positions as Senior Accountant Officer in various operational units and served as Joint Director Finance of Air Head Quarters Non-Public Funds. He is highly regarded for skilled leadership, financial integrity and exceptional teamwork. He is a vivid golfer.

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) is separately annexed and forming part of this notice.

The Board considers that association of Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) as a Non-Executive Independent Director would be of immense benefit to the Company. In the opinion of the Board, Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 as amended from time to time.

A copy of the draft letter of appointment of Mr. Gopala Krishna Dhanyamraju (DIN: 08217921) has been uploaded on the website of the company at www.in10stech.com and available for inspection.

Save and except the appointee, none of the other Directors / 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.7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Item No. 8.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

Your Company believes that equity-based compensation plans are an effective tool to reward and retain the talents working with the Company. With a view to attract, retain, motivate its employees and improve performance of the Company for ensuring sustained growth, your Company intends to implement a restricted stock unit plan namely Intense Technologies Limited - Restricted Stock Unit Plan 2023 (“RSU Plan 2023”/“Plan”) to such employees as may be determined by the Nomination and Remuneration Committee in terms of the Plan, with the authority to grant not exceeding 5,00,000 (Five lakhs) Restricted Stock Units (“RSU”) in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 5,00,000 (Five lakhs) equity shares of face value of Rs 2 (Rupees two) each fully paid-up, (as adjusted for any changes in the capital structure of the Company), with each such RSU conferring a right upon the employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan.

Accordingly, the Nomination and Remuneration Committee (“Committee”) and the Board of Directors of the Company, both at their meetings held on 25th July, 2023 have approved the introduction of the Plan, subject to approval of Shareholders of the Company vide a Special Resolution.

The main features of the Plan are as under:

A. Brief Description of the Plan:

Keeping in view, the aforesaid objectives, the Plan contemplates grant of RSUs to such employees as may be determined by the Committee in terms of the Plan. After vesting of RSUs, such employees earn a right, but not an obligation, to exercise the vested RSUs within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of restricted stock units to be granted:

The total number of RSUs to be granted under the Plan shall not exceed 5,00,000 (Five lakhs) RSUs which upon exercise shall be convertible into not more than 5,00,000 (Five lakhs) equity shares of face value of Rs 2 (Rupees two) each fully paid-up, (as adjusted for any changes in the capital structure of the Company). Each RSU when exercised would be converted into one equity share of Rs 2 (Rupees two) each fully paid-up, (as adjusted for any changes in the capital structure of the Company). Further, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) require that in case of any corporate action such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the RSUs granted. In this regard, the Committee shall adjust the number and price of the RSUs granted in such a manner that the total value of the RSUs granted under the Plan shall remain the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the grantees for

making such fair and reasonable adjustment, the ceiling of 5,00,000 (Five lakhs), shall be deemed to be increased to the extent of such additional RSUs issued.

C. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

Subject to determination or selection by the Committee, the following classes of employees/directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.
but excludes
- (i) an employee who is a promoter or belongs to the promoter group; and
- (ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company.

D. Requirements of Vesting and period of Vesting:

RSUs granted on any date shall vest not earlier than minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of grant of RSUs as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting periods.

The vesting dates in respect of the RSUs granted under the Plan shall be determined by the Committee and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of RSUs to be vested.

RSUs shall vest essentially based on continuation of employment/service as per requirement of SEBI SBEB & SE Regulations. In addition to this, the Committee may also determine, at its sole discretion, certain criteria like designation, period of service, performance linked parameters viz., revenue targets, PBT targets etc., subject to satisfaction of which the RSUs would vest. Further, the Committee shall have the power to modify the allocation percentage of performance and tenure based RSUs, at the time of grant, based on business requirements.

E. Maximum period (subject to Regulation 18 (1) and 24 (1) of the regulations, as the case may be) within which the options / benefit shall be vested:

RSUs granted on any date shall vest not later than a maximum of 4 (four) years from the date of grant of RSUs as stated above.

F. Exercise price or pricing formula:

The exercise price per RSU shall be the face value of equity share of the Company as on the grant date.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 4 (four) years

from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested RSUs shall be exercisable by the grantees by an application to the Company expressing his/her desire to exercise such RSUs in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of RSUs shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee. The RSUs shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining the eligibility shall be determined by the Committee at its sole discretion from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company or its subsidiary company, performance during the previous years, position and responsibilities of the concerned employee, contribution towards strategic growth, contribution to team building and succession, corporate governance and other factors that may be deemed relevant for accomplishing the purpose of the Plan

I. Maximum number of RSUs to be issued per employee and in aggregate:

The maximum number of RSUs that may be granted to any specific employee and in aggregate, under the Plan shall not exceed 3,00,000 (Three Lakh) RSUs.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of RSUs as stated above, no monetary benefits are contemplated under the Plan.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/primary equity shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms etc.:

This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based Payments and/or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB & SE Regulations. In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or

any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB & SE Regulations.

P. Method of RSUs valuation:

The Company shall adopt 'fair value method' for valuation of RSUs as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Lock-in period:

The shares issued pursuant to exercise of RSUs shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

R. Terms and conditions for buy back, if any:

The Committee shall determine the procedure for buy-back of RSUs granted under the Plan if to be undertaken at any time by the Company and the applicable terms and conditions including (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of RSUs that the Company may buy-back in a financial year.

S. Voting rights

Equity shares so issued and allotted under RSUs 2023 shall rank pari-passu with the existing equity shares of the Company.

T. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the RSUs and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the Shareholders is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI SBEB & SE Regulations.

By Order of the Board of Directors

Sd/-

Pratyusha Podugu

Company Secretary & Compliance Officer

M. No: ACS-71069

Date: July 25, 2023

Place: Secunderabad

Registered Office:

A1, Vikrampuri,

Secunderabad - 500 009

Telangana, India

CIN: L30007TG1990PLC011510

Ph: 040 44558585/27849019/27844551

E-mail: info@in10stech.com

Annexure-1

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:

1.	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 36 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			
	List of Directorships held in other Companies/ LLP as on 31/03/2023	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 31/03/2023	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				

By Order of the Board of Directors

Sd/-
Pratyusha Podugu
Company Secretary & Compliance Officer
M. No: ACS-71069

Date: July 25, 2023
Place: Secunderabad

Registered Office:

A1, Vikrampuri,
Secunderabad - 500 009
Telangana, India
CIN: L30007TG1990PLC011510
Ph: 040 44558585/27849019/27844551
E-mail: info@in10stech.com

Information of individual seeking appointment as an Non-Executive Independent Directors as per Companies Act, 2013 & the SEBI (Listing Obligations and Requirements) Regulations, 2015 and Secretarial Standard-2

Item No. 7:

Name of the Director	Mr. Gopala Krishna Dhanyamraju
Director Identification Number	08217921
Date of Birth	November 28, 1963
Nationality	Indian
Profile / Qualifications & Experience	Is a veteran from Indian Air Force, is a 1st Class Graduate in Bachelor of Commerce. He has an experience of over 32 years in the Indian Air Force. He held prestigious positions as Senior Accountant Officer in various operational units and served as Joint Director Finance of Air Head Quarters Non-Public Funds. He is highly regarded for skilled leadership, financial integrity and exceptional teamwork. He is a vivid golfer.
Terms and Conditions of Appointment/Re-appointment	As mentioned in the letter of appointment as an Independent Director for first term of 5 years effective from 25th July, 2023.
Remuneration Proposed to be paid	Will be entitled to only Sitting Fees for Board and Committee Meetings of the Company as approved by the Members of the Company.
List of Directorships held in other Companies	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Chairman/Member of the Committees of the Boards of other companies in which he is Director	Nil
Shareholding in the Company	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel
Directorship includes Directorship of other Indian Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).	Nil

By Order of the Board of Directors

Sd/-
Pratyusha Podugu
 Company Secretary & Compliance Officer
 M. No: ACS-71069

Date: July 25, 2023
 Place: Secunderabad

Registered Office:

A1, Vikrampuri,
 Secunderabad - 500 009
 Telangana, India
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 E-mail: info@in10stech.com