

Ref: ITL/SE/2024-25/19

Date: June 29, 2024

To,

The Manager,
Corporate Relation Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001

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

Scrip Code: 532326

Symbol: INTENTECH;

Sub: Notice of Postal Ballot

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the Postal Ballot ('Notice') dated May 17, 2024 for seeking approval of the members the Company for the following matters:

Type of Resolution	Resolution
Special	Approval of the adoption of restated Articles of Association of the Company pursuant to Companies Act, 2013
Special	Approval for introduction and implementation of Intense ESOP Scheme 2024 (ESOP 2024/ Plan)
Special	Approval of (a) secondary acquisition of Shares through Trust route for the implementation of 'Intense ESOP Scheme 2024' (b) provision of money by the Company for purchase of its own Shares by the Trust under the Scheme

In terms of various circulars issued by Ministry of Corporate Affairs, the Notice is being sent by electronic mode to the members whose mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members/ list of beneficial owners maintained by the Company / Depositories as on Friday, 21st June, i.e. the Cut-Off Date. Physical Copies of the Notice, Postal Ballot forms etc., is not being sent to the members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting	9:00 a.m. IST on Monday, 1 st July, 2024
End of e-voting	5:00 p.m. IST on Tuesday, 30 th July, 2024
Result of e-voting	On or before Wednesday, 31 st July, 2024

The Notice is also being uploaded on the Company's website, i.e. <https://www.in10stech.com/>, in the investors section, on the website 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 KFin Technologies Limited, agency providing e-voting services at <https://evoting.kfintech.com>.

Kindly take note of the same on record.

Thanking you,

Yours Faithfully,

For **Intense Technologies Limited**

Pratyusha Podugu

Company Secretary & Compliance Officer





INTENSE TECHNOLOGIES LIMITED

Registered Office: Unit # 01, The Headquarters, 10th Floor, Wing B,
Orbit by Auro Realty, Knowledge City, Raidurg, RR District,
Hyderabad - 500019. CIN: L30007TG1990PLC011510

T- +91 40 45474621, F: +91 40 27819040, E: info@in10stech.com
web: <https://www.in10stech.com/>

NOTICE OF POSTAL BALLOT

Pursuant to Sec 110 of Companies Act, 2013, read with rules 22 of Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given to the shareholders of Intense Technologies Limited (“**Company**”) pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively “**Act**”, which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020, dated 5th May, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time to time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the resolutions set out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“**e-voting**”).

An Explanatory Statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“**Notice**”), for your consideration.

The Board has appointed Mr. **Puttaparthi Jaganatham**, Corporate Advocate, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode only to those Members whose email address is registered with the Company/ Depository Participant(s)/ Kfin Technologies Limited (“**RTA**”). Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notice.

The e-voting period commences at 09:00 a.m. (IST) on Monday, July 1, 2024, and ends at 05:00 p.m. (IST) on Tuesday, July 30, 2024. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in the Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the notes forming part of the Notice not later than 5:00 p.m. (IST) on July 30, 2024. The e-voting facility will be disabled by National Securities Depository Limited (NSDL) immediately after that and will not be allowed beyond the said date and time. The Scrutinizer will submit a report to the Chairman of the Company or any other person authorized by the Chairman, and the result of the e-voting by the Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting.

The result declared along with the Scrutinizer's report shall be communicated in the manner provided in the Notice. The last date of e-voting i.e. July 30, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Board of Directors of the Company recommends approval of the Members for the Resolutions appended below.

SPECIAL BUSINESS

Item No. 1

Approval of the adoption of restated Articles of Association of the Company pursuant to Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded for substitution of the existing Articles of Association of the Company, with the new set of Articles of Association pursuant to the act primarily based on the Form of Table F under the Companies Act, 2013.”

“RESOLVED FURTHER THAT Board of Directors of the Company and Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all steps as may be necessary or incidental to give effect to the forgoing resolution”

Item No. 2

Approval for introduction and implementation of Intense ESOP Scheme 2024 (ESOP 2024/ Plan)

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

“RESOLVED THAT pursuant to the provisions of Sec 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules framed thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred to as “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the provisions of relevant regulations/ guidelines, if any,

prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s), and sanction(s) of any authorities, and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee ("Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the members of the Company be and is hereby given to the introduction and implementation of '**Intense ESOP Scheme 2024**' ("**ESOP 2024**" or "**Scheme**") by the Board of Directors of the Company to create, offer and grant from time to time, in one or more tranches, not exceeding **10,00,000 (Ten Lakhs Only) employee stock options** ("Options") to or for the benefit of such person(s) working exclusively with the Company, whether in or outside India, including any Director, whether whole-time or not (excluding the Employees/Directors who are Promoters and persons belonging to the Promoter group, Independent Directors and Directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than **10,00,000 (Ten Lakhs Only) equity shares** ("Shares") of face value of Rs. 2/- (Rupees Two) each fully paid-up, to be sourced from secondary acquisition on recognized stock exchange, from time to time, through an employee welfare trust namely 'Intense Employee Welfare Trust' ("Trust") being set-up by the Company, where one Option upon exercise shall convert into one share and to be transferred to the Option grantee by the Trust subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank *pari passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger or scheme of arrangement, sale of divisions and change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of shares reserved under the Scheme shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBE & SE Regulations and such adjusted number of shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT in case the shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per share shall bear to the revised face value of the share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust

RESOLVED FURTHER THAT for the purposes of disclosures to the Stock Exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust 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 Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient and do all other things incidental and ancillary thereof for the purpose of giving effect to the aforesaid resolutions.”

Item No. 3

Approval of (a) secondary acquisition of Shares through Trust route for the implementation of 'Intense ESOP Scheme 2024' (b) provision of money by the Company for purchase of its own Shares by the Trust under the Scheme

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

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as “SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any

condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed and accepted by the Board of Directors (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), approval of the members of the Company be and is hereby given to the Board to:

- (a) acquire or purchase, hold and transfer not exceeding 10,00,000 (Ten Lakhs Thousand Only) equity shares ("Shares") of face value of Rs.2 (Rupees Two) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB & SE Regulations, by way of secondary acquisition on the recognized stock exchanges, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'Intense Employee Welfare Trust' ("Trust"), for the purpose of implementation of the Scheme in due compliance with the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, Act and other applicable laws.
- (b) grant financial assistance or loan or provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, for such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2024, to the irrevocable employee welfare trust of the Company namely the 'Intense Employee Welfare Trust' ("Trust") being set up by the Company, with a view to enable the Trust to purchase equity shares of the Company of face value of Rs.2/- (Rupees Two) each fully paid-up, from secondary acquisition on the recognised stock exchanges for the purposes of 'Intense ESOP Scheme 2024' ("ESOP 2024" or "Scheme").

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger or scheme of arrangement, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding, listing of shares on the stock exchanges and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures to the relevant authorities from time to time as may be prescribed.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB & SE Regulations and directions of the Board/Committee.

RESOLVED FURTHER THAT any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of the Shares under the Scheme shall be without charging any interest and repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient and do all other things incidental and ancillary thereof for the purpose of giving effect to the aforesaid resolutions.”

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended, setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1,2 and 3 is annexed to the Postal Ballot Notice.

2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, June 21, 2024 (“**Cut-off Date**”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“**DPs**”).

3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.

4. 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., closure of Friday, June 21, 2024.

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

6. Members may note that the Notice will also be available on the Company’s website at <https://www.in10stech.com/Investors> , website 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 KFin at <https://evoting.kfintech.com>.

7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 form with the company or the registrar and transfer agent. However, for the shares held in demat form, members are requested to write to their respective DPs.

8. The Company has engaged the services of KFin Technologies Limited (“**KFin**”) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

9. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Monday, July 01, 2024
End of e-voting	Upto 5:00 p.m. (IST) on Tuesday, July 30, 2024

10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

12. The resolution if approved, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, July 30, 2024 subject to receipt of the requisite number of votes in favour of the resolution.

13. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to company's email id pratyusha.p@intense.in.

14. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at pjandcofirm@gmail.com with a copy marked to evoting@kfintech.com.

15. **The procedure for e-voting is as under:**

i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
<u>Individual members holding securities in demat mode with NSDL</u>	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <p>i. Visit the e-services website of NSDL https://eservices.nsdl.com.</p> <p>ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</p> <p>iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</p> <p>v. Click on company name, i.e., 'Intense Technologies Limited', or e-voting service provider, i.e., KFin.</p> <p>vi. Members will be re-directed to KFin's website for casting their vote during the e-voting period.</p> <p>B. Instructions for those Members who are not registered under IDeAS:</p> <p>i. Visit https://eservices.nsdl.com for registering.</p> <p>ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/.</p>

- iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
- v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.
- vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name, i.e., Intense Technologies Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period.

C. NSDL Mobile App

- i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.

NSDL Mobile App is available on



Individual members holding securities in demat mode with CDSL

A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:

- i. Visit <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com.
- ii. Click on New System MyEasi.
- iii. Login to MyEasi option under quick login.
- iv. Enter the registered user ID and password for accessing Easi / Easiest.
- v. Members will be able to view the e-voting Menu.
- vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.

B. Instructions for users who have not registered for Easi / Easiest

- i. Visit <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> for registering.
- ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
- iii. After successful registration, please follow the steps given in point no. A above to cast your vote.

C. Alternatively, instructions for directly accessing the e-voting website of CDSL

- i. Visit www.cdslindia.com.

	<ul style="list-style-type: none"> ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Intense Technologies Limited' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. i. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. ii. Click on options available against Intense Technologies Limited or KFin. iii. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

ii) [Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode](#)

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/. ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN".

Type of member	Login Method
	<p>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>v. Members would need to login again with the new credentials.</p> <p>vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘Intense Technologies Limited and click on “Submit”.</p> <p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</p> <p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to pjandcofirm@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</p>
Members whose e-mail IDs are not registered with the Company / Depository Participants(s)	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details</p>

Type of member	Login Method
	<p>through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name KFIN Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p>
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iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

Explanatory Statement pursuant to Sections 102 and 110 of Companies Act, 2013

Item No.1

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1990. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors have decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought by voting via Postal Ballot in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No.2

Your Company believes that equity-based compensation schemes are effective tools to attract and reward the talents working exclusively with the Company and its Group Companies including Subsidiary Company(ies) and Associate Company(ies) of the Company. With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement a new employee stock option scheme namely 'Intense ESOP Scheme 2024' ("ESOP 2024"/ "Scheme") seeking to cover eligible employees of the Company.

The equity shares ("shares") required for the implementation of the proposed Scheme shall be sourced from the secondary acquisition on recognized stock exchanges subject to such limitation as specified in point (b) below. The Scheme shall be administered through an irrevocable employee welfare trust of the Company namely 'Intense Employee Welfare Trust' ("Trust"). The contemplated secondary acquisition which shall be done through Trust is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").

For purchase of shares from secondary acquisition, the Trust shall seek loan from the Company. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

As per provisions of Regulation 6 of the SEBI SBEB & SE Regulations, the Company seeks Members' approval by way of a special resolutions for:

- (i) Approval of the Scheme seeking to cover eligible employees of the Company;
- (ii) Grant of Options to the eligible employees of the Company; and
- (iii) Secondary acquisition of Shares.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Option to the eligible employees of the Company as may be determined in due compliance of SEBI SBEB & SE Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options 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 eligible employees are expected to get benefit in line with creation of value for the shareholders.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. The Trust shall administer the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 10,00,000 (Ten

Lakhs Only) Options. The source of entire 10,00,000 (Ten Lakhs Only) shares shall be from the secondary acquisition through the Trust.

The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares will be available for grant under the present Scheme 2024 or under a new scheme, subject to compliance with Applicable Laws.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Following classes of employees and directors (collectively referred to as “Employees”) subject to their eligibility as may be determined under the Scheme are eligible:

- (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 a whole-time Director or not, including a Non- Executive Director, who is not a Promoter or member of the Promoter group but excluding an Independent Director;

But does not include:

- a) an Employee who is a Promoter or a person belonging to the Promoter group;
- b) a Director who either by himself /herself or through his/her relatives or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **4 (four) years** from the date of grant as may be determined by the Committee. For meeting any exigencies, the Committee shall have the power to vary the vesting period subject to these minimum and maximum vesting period.

The vesting dates in respect of the Options granted under the Scheme 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 Options to be vested.

Options shall vest essentially based on continuation of employment/service as per requirement of SEBI SBEB & SE Regulations. In addition to this, the Committee may consider the positions and responsibilities of the employee, the nature and value to the Company of the Employees Services and accomplishments, the employees present and potential contribution to the success of the Company and such other factors the company may deem relevant. 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 ESOPs would vest. Further, the Committee shall have the power to modify the allocation percentage of performance and tenure-based Options, at the time of grant, based on business requirements.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of **4 (four) years** from the date of grant of Options as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be determined and fixed by the Board(which shall for all purpose include the Nomination and Remuneration Committee). However, the exercise price shall not be less than face value of the share of the Company.

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 at the time of grant. However, in the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable within such period as may be determined by the Committee in this regard and in accordance with SEBI SBEB & SE Regulations.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship etc.

i) Maximum number of Options to be issued per Employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 4,00,000 (Four Lakh

Only).

However, the Maximum number of options granted per employee in each grant and in aggregate will not exceed 1% of the issued capital of the Company

j) Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits to the eligible employees under the scheme will depend upon the price of the equity shares of the Company considered for the purpose of the grant of Options and the market price of the equity shares of the Company on the date of exercise of the Options.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered by the Trust.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates acquisition of Shares from the secondary acquisition through the Trust.

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:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid up capital and free reserves as on March 31, 2024, being the statutory ceiling under SEBI SBEB & SE Regulations. The loan amount may be disbursed in one or more tranches.

Any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of the Shares under the Scheme shall be without charging any interest and repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

n) Maximum percentage of secondary acquisition:

Subject to limits specified under the SEBI Regulations, the Intense Employee Welfare Trust may acquire 10,00,000 (Ten Lakhs Only) equity shares of the Company (as may be adjusted for any changes in capital structure of the Company) from the secondary market, which is approximately 4.26% (four point two-six percent) of the paid up equity capital of the Company as on 31st March, 2024.

o) Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any other relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB & SE Regulations.

p) Method of Option valuation:

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

q) Period of Lock-in:

The shares transferred pursuant to exercise of Options 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, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

- r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

- s) 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 Options 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 members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

The Board of Directors recommends the Special Resolutions set forth as Item 2 of the Notice for approval of the members.

Item No.3

The Company intends to implement a new share-based employee benefit scheme namely ‘Intense ESOP Scheme 2024’ (“ESOS 2024” or “Scheme”) for which approval is sought from the members in separate resolutions at Item 2. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely ‘Intense Employee Welfare Trust’ (“Trust”) being set up by the Company. The proposed Scheme contemplates acquisition of equity shares (“shares”) of the Company from the secondary acquisition.

For facilitating acquisition of the shares, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid up equity share capital and free reserves of the Company as on March 31, 2024 being the statutory ceiling as per the SEBI SBEB & SE Regulations read with relevant provisions of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014.

Any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of shares under the Scheme shall be without charging any interest and shall be repayable to the Company from realization of proceeds of exercise/permitted sale/ transfer of shares and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as “Employees”) subject to their eligibility as may be determined under the Scheme are eligible:

an Employee as designated by the Company, who is exclusively working in India or outside India; or a Director of the Company, whether a whole-time Director or not, including a Non- Executive Director, who is not a Promoter or member of the Promoter group but excluding an Independent Director;

But does not include:

- (i) an Employee who is a Promoter or a person belonging to the Promoter group;
- (ii) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

b) The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that designated Trustee shall acquire and hold the shares of the Company in due compliance of the SEBI SBEB & SE Regulations and Companies Act, 2013. An Employee shall be a registered owner of shares pursuant to exercise of vested Options and transfer of corresponding number of shares by the trustee.

c) The particulars of trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name ‘Intense Employee Welfare Trust’(“Trust”) having its principal office at Unit #01, the Headquarters, 10th Floor, Wing B, Orbit by Auro Reality, Knowledge City, Raidurg, Ranga Reddy District, Hyderabad, 500019, India.

Particulars of the Trustees:

Sr.No.	Name	Address	Occupation	Nationality
1	Mr. Prabhakar Racherla	Flat No. B-304, Patels Bright View, Kowkooor, Hislop Road, Alwal, Hyderabad, Telangana – 500010, India	Service	Indian
2	Mr. Nori Venkata Siva Krishna Anjani Kumar	16-2-752/75 and 75/1, S B H colony, near Padmavathi Kalyana Mandapam, Gaddiannaram, Dilsukhnagar, Hyderabad-500060, India	Service	Indian

The Trustees are neither the Promoters, Directors nor Key Managerial Personnel of the Company nor are related to the Promoters, Directors nor Key Managerial Personnel of the Company.

d) Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding Independent Directors) may be covered under the Scheme in due compliance with relevant Rules under the Companies Act, 2013 read with SEBI SBEB & SE Regulations.

e) The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

The Options shall be granted to the eligible Employees on grant date. After exercising of the Options and payment of the exercise price with applicable taxes, the Trust shall transfer the corresponding number of shares to the eligible Employees. The eligible Employees can sell the shares in open market and can reap the benefit.

f) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of shares held in the Trust as per extant SEBI SBEB & SE Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the shares are transferred by the Trust to him/her upon exercise.

None of the Directors and / or Key Managerial Personnel of the Company, including their relatives are interested or concerned financially or otherwise in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

Consent of the members is being sought by way of a special resolution pursuant to Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SEBI SBEB & SE Regulations.

The Board of Directors recommends the Special Resolution set forth as Item 3 of the Notice for approval of the members.

By Order of the Board of Directors

Sd/-

Pratyusha Podugu

Company Secretary & Compliance Officer

M. No: ACS-71069

Date: May 17, 2024

Place: Hyderabad

Registered Office:

Unit # 01, The Headquarters,

10th floor, Wing B,

Orbit by Auro Realty,

Knowledge City, Raidurg,

RR district, Hyderabad – 500019,

Telangana