

INDIAN CAPITAL CORPORATION LIMITED

A CHATTERJEE GROUP COMPANY

CIN – L65993WB1982PLC034606

Regd. Office
9B WOOD STREET
4TH FLOOR
KOLKATA-700016

website: www.indiancapitalcorporation.in

TEL : (033)-2287-2200
(033)-2287-2211
FAX:(033)-2287-3016

email:helpdesk@tcgind.com/legal@tcgind.com

NOTICE OF THE FORTY-THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Third Annual General Meeting of the members of **Indian Capital Corporation Limited** will be held on Tuesday, 30th September, 2025 at 3.00 P.M. at the 'Conference Room' of the Registered Office of the Company at 9B Wood Street, 4th Floor, Kolkata – 700 016 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Deborshi Roy (DIN: 07463888), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Asit Kumar Mandal as an Independent Director of the Company for a first term of five consecutive years with effect from 25th April 2025

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

“RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Asit Kumar Mandal (DIN 08204406) who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an additional director under section 161(1) of the Act and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years, effective from 25th April 2025 up to 24th April 2030.”

4. Appointment of Ms. Divya Mohta, Practicing Company Secretary (COP No.17217) as the Secretarial Auditor and fix her remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Divya Mohta, Practicing Company Secretary (COP No.17217), be and is hereby appointed as the Secretarial Auditor of the Company for the financial year 2025-26

at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof as may be authorised in this regard).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 3rd September, 2025
Place: Kolkata

By order of the Board
For Indian Capital Corporation Ltd.

Sd/-
Annu Soni
Company Secretary

Notes:

1. Member entitled to attend and vote at the Annual General Meeting (the “Meeting” or the “AGM”) is entitled to appoint a proxy to attend and on a poll, to vote instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company’s registered office not later than 48 (forty-eight) hours before the time fixed for holding the Meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’) is annexed.
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the Registered Office of the Company at least seven days before the date of the Meeting to enable the Company to make available the required information at the Meeting, to the extent possible.
4. Authorized representatives of corporate members intending to attend the Meeting must be authorized by proper Board resolution. A copy of the Board resolution must be sent to the Company before the Meeting.
5. Members/ Proxies are requested to bring duly filled admission/ attendance slip and their copy of Annual Report to the Meeting.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. to 2.00 p.m. up to the date of the Annual General Meeting.
7. Members are requested to bring their copies of Annual Report to the Meeting. In order to register the attendance, at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
8. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and for which purpose the Company has engaged the services of CDSL. The Board of Directors of the Company has appointed CS Priya Mankani (COP No. 17947), Practising Company Secretary as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on **Saturday, September 27, 2025 at 9.00 AM and ends on Monday, September 29, 2025 at 5.00 PM.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **September 23, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The registers and documents, as required under the provisions of the Companies Act, 2013 shall be made available for inspection.
12. The Register of Members of the Company will remain closed from **Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive)** for the purpose of Annual General Meeting.

13. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations), on Director seeking appointment/re-appointment at this AGM is furnished herewith annexure to the Notice. The director has furnished consent for his/her appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
14. The Annual Report 2024-25, the Notice of the 43rd AGM and instructions for e-voting, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s). Members may please note that this Notice and Annual Report 2024-25 will also be available on the websites of the Stock Exchange i.e. CSE at www.cse-india.com.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent /Company.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd. ("RTA") for assistance in this regard.
17. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
18. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.
19. Route map for the location of the venue of the 38th Annual General Meeting of the Company is enclosed herewith.

For & on behalf of the Board of Directors

For Indian Capital Corporation Limited

Sd/-

Annu Soni

Company Secretary

Registered Office

9B Wood Street, 4th Floor,
Kolkata 700016

September 03, 2025

INDIAN CAPITAL CORPORATION LIMITED

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Statement pursuant to section 102(1) of the Companies Act, 2013

Item no. 3: Appointment of Mr. Asit Kumar Mandal as an Independent Director of the Company for a first term of five consecutive years with effect from 25th April 2025

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Asit Kumar Mandal (DIN: 08204406) as an Additional Director (Non-Executive & Independent) of the Company w.e.f. 25th April 2025 pursuant to Section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company. Mr. Asit Kumar Mandal holds office upto the date of the ensuing Annual General Meeting and has confirmed his eligibility to be appointed as an Independent Director of the Company.

The Company has received notice u/s 160 of the Companies Act, 2013 from Mr. Asit Kumar Mandal signifying his candidature as an Independent Director of the Company. He is not disqualified from being appointed as a director in terms of section 164 of the Act and has given consent to act as a Director.

Mr. Asit Kumar Mandal is a Commerce Graduate with more than 20 years of experience in the field of accounts & finance and the Board considers that his association would be of immense benefit to the Company,

Accordingly, the Board recommends passing of the resolution as set out in Item 3 of the Notice for the appointment of Mr. Asit Kumar Mandal as an Independent Director for a period of 5 (five) consecutive years from 25th April 2025 for the approval by the members of the Company by way of an Ordinary Resolution.

None of the Directors of the Company or their respective relatives, except Mr. Asit Kumar Mandal, is concerned or interested, financially or otherwise, in the Resolution.

Item no. 4: Appointment of Ms. Divya Mohta, Practicing Company Secretary (COP No.17217) as the Secretarial Auditor and fix her remuneration

Pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and other rules or regulations, as may be applicable, a Company is required, inter alia, to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary(ies) in practice, to conduct the Secretarial Audit for not more than one term of 5 (five) consecutive years each. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Ms. Divya Mohta, a peer reviewed Company Secretary (COP Number: 17217), as the Secretarial Auditor of the Company for the financial year 2025-26 subject to approval of the Members at the Annual General Meeting.

Ms. Divya Mohta is a leading Practising Company with vast experience in Corporate Governance and Compliance and well recognised for her expertise in Secretarial Audits, Compliance Audits, and Due Diligence across sectors.

The Board and the Audit Committee after necessary evaluation believe that her appointment will contribute to the Company's commitment to maintaining high standards of corporate governance and regulatory compliance. Ms. Mohta has given her consent for the appointment as Secretarial Auditor and has confirmed that her appointment, if made, will be in compliance with the provisions of the Act read with SEBI Listing Regulations.

The Board recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board

For and on behalf of Indian Capital Corporation Limited

Sd/-

**Annu Soni
Company Secretary**

Registered Office
9B Wood Street, 4th Floor,
Kolkata 700016

September 03, 2025

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, September 27, 2025 at 9.00 AM and ends on Monday, September 29, 2025 at 5.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other AudioVisual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

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

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

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; legal@tcgind.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

For & on behalf of Indian Capital Corporation Limited
Sd/-

Annu Soni
Company Secretary

Registered Office
9B Wood Street, 4th Floor,
Kolkata 700016

September 03, 2025

ATTENDANCE SLIP

Folio / DP ID & Client Id No.	
Name	
Address	
Joint Holder's Name	
No. of Shares	

I hereby record my presence at the 43rd Annual General Meeting of the Company being held on Tuesday, September 30, 2025, at 3:00 PM at the Registered Office of the Company 9B Wood Street, 4th Floor, Kolkata -700016

Signature of the Shareholder/Proxy Present

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1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

PROXY FORM

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

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of Indian Capital Corporation Ltd. holding _____ shares of the Company, hereby appoint

Name:-_____ Address:-_____

Email Id:-_____ Signature:-_____

or failing him/her

Name:-_____ Address:-_____

Email Id:-_____ Signature:-_____

or failing him/ her

Name:-_____ Address:-_____

Email Id:-_____ Signature:-_____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 43rd Annual General Meeting to be held on **Tuesday, September 30, 2025, at 3:00 PM** at 9B Wood Street, 4th Floor, Kolkata -700016 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Description of Resolution	Vote (Please mention no. of shares)		
		For	Against	Absent
Ordinary Business				
1.	Ordinary Resolution: Approval of the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution: Re-appointment of Mr. Deborshi Roy (DIN: 07463888) who retires by rotation and, being eligible, offers herself for re-appointment.			
Special Business				
3	Ordinary Resolution: Appointment of Mr. Asit Kumar Mandal (DIN 08204406) as an Independent Director of the Company for a first term of five consecutive years with effect from 25 th April 2025			
4	Appointment of Ms. Divya Mohta, Practicing Company Secretary (COP No.17217) as the Secretarial Auditor for the F.Y. 2025-26 and fix her remuneration			
Signed this _____ day of _____, 2025; Member's Folio./ DP ID/Client Id No. _____				Affix Revenue Stamp
Signature of Shareholder: _____; Signature of the Proxy: _____				

Notes:

- a. Proxy need not to be a member of the Company
- b. The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- c. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting.
- d. It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

Route map for the location of the venue of the 43rd Annual General Meeting of the Company is given below:

