



**SAPNE AAPKE, BHAROSA APNO KA**  
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## **POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009**

To

The Shareholders(s),

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, CLAUSE 35B OF THE LISTING AGREEMENT ENTERED INTO WITH BSE LIMITED AND DELHI STOCK EXCHANGE LIMITED AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009**

The Board of Directors ("**Board**") of Intec Capital Limited ("**Company**") at its meeting held on July 23, 2014 considered and approved the proposal of Pantec Devices Private Limited and Pantec Consultants Private Limited (together the "**Acquirers**") received *vide* letters dated July 22, 2014 respectively, to acquire all the equity shares of the Company ("**Equity Shares**") held by the public shareholders of the Company, being 4,655,586 (four million six hundred and fifty five thousand five hundred and eighty six) Equity Shares constituting 25.35% (twenty five point three five percent) of the Company's equity share capital, with a view to undertake a voluntary delisting of the Equity Shares in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**") from BSE Limited and Delhi Stock Exchange Limited, being the stock exchanges where the Equity Shares are currently listed ("**Stock Exchanges**").

Pursuant to the aforesaid, notice is hereby given to the shareholders of the Company ("**Notice**") in accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Postal Ballot Rules**"), clause 35B of the listing agreements entered into by the Company with the Stock Exchanges ("**Listing Agreement**") and Regulation 8(1)(b) of the Delisting Regulations (including any statutory modification or re-enactment thereof for the time being in force), to consider and if thought fit, to pass the following resolution as a special resolution ("**Special Resolution**") through a postal ballot with electronic voting facility ("**Postal Ballot**").

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Special Resolution can be acted upon only if the votes cast by public shareholders of the Company in favor of the Special Resolution, are at least two times the votes cast by public shareholders against it.

The Special Resolution, the explanatory statement ("**Explanatory Statement**") containing all material facts, a postal ballot form (the "**Postal Ballot Form**") and the process, details and manner for voting by electronic means and the time schedule including the time period during which the votes may be cast by the members of the Company are enclosed with this Notice.

The Delisting Committee has appointed Mr. Krishna Kumar Sharma & Co., practicing Company Secretary as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process in a fair and transparent manner. The Delisting Committee has appointed the company secretary of the Company as the person responsible for the entire Postal Ballot process.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the original Postal Ballot Form (no other form or photocopy is permitted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by not later than 5.00 p.m. on September 24, 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The charges of postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

In accordance with clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the Company is pleased to offer electronic voting facility ("**E-voting**") as an alternate form of voting, which would enable casting of votes

electronically, instead of dispatching the Postal Ballot Form physically. A member may exercise his right to vote either by means of postal ballot or by electronic voting.

The Scrutinizer will submit his report to the Chairman of Delisting Committee or the Company Secretary of the Company after completion of scrutiny of the Postal Ballot Forms received and the votes cast by means of E-voting. The result of voting by postal ballot will be announced on September 25, 2014 by placing the same on the website of the Company [www.inteccapital.com](http://www.inteccapital.com) and will also be put up on the notice board at the registered office of the Company at 701, Manjusha, 57 Nehru Place, New Delhi 110019. Additionally, the result will be communicated to the Stock Exchanges and will be published in newspaper(s).

The date of declaration of the results of the postal ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

## **PROPOSED RESOLUTION**

### **Voluntary Delisting of the Equity Shares of Company from the BSE Limited and the Delhi Stock Exchange Limited**

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

**“RESOLVED THAT** pursuant to the letter dated July 22, 2014 received from Pantec Devices Private Limited and Pantec Consultants Private Limited (together the **“Acquirers”**) conveying their intention to voluntarily delist (**“Delisting Proposal”**) the equity shares of the Company, pursuant to the acquisition of 4,655,586 (four million six hundred fifty five thousand five hundred and eighty six) equity shares held by the public shareholders constituting 25.35% (twenty five point three five percent) of the equity share capital of the Company (**“Equity Shares”**) from BSE Limited and Delhi Stock Exchange Limited (together the **“Stock Exchanges”**) and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**“Delisting Regulations”**) including any amendments thereto, and subject to the applicable provisions of the Companies Act, 1956 and Companies Act, 2013 which are in force (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter), the listing agreements entered into by the Company with the Stock Exchanges and all other applicable laws, rules, regulations and guidelines, if any, and subject to the receipt of the necessary approvals from the Stock Exchanges and such other authorities, regulatory or otherwise, as may be required by the Company and the Acquirers and such other conditions and modifications as may be prescribed or imposed by any authority while granting such approval, permissions or sanctions, which may be agreed by the board of directors of the company (hereinafter referred to as the **“Board”** which term shall include any committee which the Board may have constituted or may hereafter constitute for exercising the powers conferred on the Board by this resolution), consent be and is hereby accorded to voluntarily delist the Equity Shares from the Stock Exchanges, in accordance with the Delisting Proposal and that the Company shall make necessary disclosures, take all necessary actions and make all necessary filings to facilitate such delisting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the voluntary delisting of the Equity Shares as described herein above, the delisting committee comprising of Mr. Bhushan Tuli, Mr. Sudhindra Sharma and Mr. Puneet Sehgal (**“Delisting Committee”**) be and are hereby severally authorized to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose, including seeking approvals from the Stock Exchanges for the proposed voluntary delisting of the Equity Shares and to authorize execution of all necessary deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard.”

By order of the Delisting Committee  
For Intec Capital Limited

Place: New Delhi  
Date: 22.08.2014

Sd/-  
Puneet Sehgal  
Company Secretary

#### **Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. In terms of Regulation 8(1)(b) of the Delisting Regulations read with Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the items of business set out in the Notice above is sought to be passed through Postal Ballot.
3. The Delisting Committee has at a meeting held on August 22, 2014 appointed Mr. Krishna Kumar Sharma & Co., practicing Company Secretary as the scrutinizer (**“Scrutinizer”**) for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the applicable law.

4. The dispatch of the Notice along with the Explanatory Statement shall be announced through advertisement in at least one English newspaper and one Hindi newspaper, each with wide circulation in New Delhi, where the registered office of the Company is situated and also published on the website of the Company.
5. This Notice is being dispatched (in physical form and/or electronically, by email, to those members who have registered their email address with the Company) to all members, whose names would appear in the register of members / record of depositories as on August 22, 2014.
6. The members are requested to exercise their voting rights by either using the attached Postal Ballot Form or through electronic voting facility being provided by the Company. No other form or photocopy of the Postal Ballot Form is permitted.
7. Only a member who is entitled to vote is entitled to exercise his/her vote through the Postal Ballot Form or electronic voting facility. Voting Rights of every member shall be reckoned on the paid-up value of shares whose names shall appear in the 'Register of Members' or in the records of the depository, as applicable as on August 22, 2014 and any recipient of the Postal Ballot whose name does not appear as a member in relation to the shares as on the aforesaid date should treat the same as intimation only.
8. Voting rights of every member shall be in proportion to his/her share of the paid up equity share capital of the Company.
9. Members are requested to carefully read the instructions on the separately enclosed Postal Ballot Form. The duly completed and signed Postal Ballot Form should be posted in the enclosed self-addressed business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 p.m. on September 24, 2014.
10. In accordance with clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the Company is pleased to provide electronic voting facility ("**E-voting**") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited to provide the E-voting facilities. It may be noted that E-voting is optional. If a member has voted through the E-voting facility, then he/she is not required to send the Postal Ballot Form thereafter. If a member exercises his/her vote by E-voting and sends the Postal Ballot Form, then voting done through the Postal Ballot Form shall prevail and voting done by E-voting shall be treated as invalid by the Scrutinizer. The E-voting facility shall be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

Commencement of E-voting	August 26, 2014
End of E-voting	September 24, 2014

E-voting shall not be allowed beyond 5.00 p.m. on September 24, 2014. During the E-voting period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically through E-voting. The record date for the purpose of E-voting is August 22, 2014.

11. The login ID and password for E-voting along with the process, manner and instructions for E-voting are being sent in this Notice to the members who have not registered their E-mail addresses with the Company. Those members who have registered their E-mail addresses with the Company/ their respective depository participants are being forwarded the login ID and password for E-voting along with the process, manner and instructions by E-mail on such E-mail addresses.
12. The Delisting Committee will announce the result of the Postal Ballot on 25<sup>th</sup> of September, 2014 at the registered office of the company. The result will be displayed on the website of the Company at "[www.inteccapital.com](http://www.inteccapital.com)>Investors relations>Disclosure>Postal Ballot" and will also be put up on the notice board at the registered office of the Company at 701, Manjusha, 57 Nehru Place, New Delhi-110019. Additionally, the result will be communicated to the Stock Exchanges and will be published in newspaper(s). The date of declaration of the results of the Postal Ballot shall be the date on which the resolution shall be deemed to have been passed.
13. A copy of the documents referred to in this Notice and Explanatory Statement is open for inspection at the registered office of the Company between 2.00p.m to 4.00 p.m on any working day excluding Saturday and Sunday till the last date of voting i.e. September 24, 2014.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL RESOLUTION**

The Equity Shares of the Company are at present listed on BSE Limited and the Delhi Stock Exchange Limited ("**Stock Exchanges**").

The Board received a letter dated July 22, 2014 from Pantec Devices Private Limited and Pantec Consultants Private Limited (together the "**Acquirers**") to acquire all the Equity Shares held by public shareholders in accordance and compliance with the Delisting Regulations with a view to voluntarily delist the Equity Shares from the Stock Exchanges ("**Delisting Offer**").

The current shareholding of the Acquirers in the Company is as under:

Name of Promoter	No. of Shares	Percentage of Equity Share Capital
Pantec Devices Private Limited	4,497,264	24.49%
Pantec Consultants Private Limited	1,453,771	7.92%

The objective of the Acquirers in making the Delisting Offer is to enable the promoters and persons acting in concert with the promoters, greater flexibility in supporting the Company's growth initiatives and reduce the cost of compliance. Further, the Delisting Offer will provide an exit opportunity to the public shareholders of the Company.

The Board believes that the Delisting Offer is in the interest of the shareholders and accordingly, at its meeting held on July 23, 2014, decided to approve the Delisting Offer.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires the approval of the shareholders of the Company by way of a special resolution passed through postal ballot. The special resolution can be acted upon only if the votes cast by public shareholders in favor of the proposal amount to at least 2 (two) times the number of votes cast by public shareholders against it.

In terms of rule 20(1) of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Equity Listing Agreement, the Company is required to provide to its members a facility to exercise their Postal Ballot vote by electronic means.

Members are also kindly requested to note that the Delisting Proposal is subject to and any offer to delist the equity shares of the Company will also be subject to, and conditional upon the following:

(i) the receipt by the Company of requisite approval(s) from the Stock Exchanges; and (ii) such other terms and conditions as may be set out in the public announcement or the letter of offer or the exit offer letter, if applicable, to be sent to the shareholders of the Company in connection with the Delisting Proposal.

The price at which shares will be acquired in the Delisting Offer is required to be determined in accordance with a reverse book building process set out in the Delisting Regulations, subject to a floor price determined in accordance with Regulation 15(2)(c) of the Delisting Regulations. The floor price as determined in the manner prescribed in Rs. 109.45 (Rupees one hundred and nine and forty five paise).

The shareholders may tender their shares during the reverse book building process at such price as they deem fit, independent of the floor price. The floor price is not a ceiling or maximum price.

In the event that this Special Resolution is passed by the members as set out above, subject to receipt of the in-principle approval from the Stock Exchanges and applicable statutory approvals, a public announcement ("**Public Announcement**") of the Delisting Offer may be made by the Acquirers in accordance with the Delisting Regulations followed by dispatch of letter of offer ("**Letter of Offer**") to all public shareholders. Thereafter, the Delisting Offer will be conducted in accordance with the Delisting Regulations.

The members should note that the Acquirers have the right not to proceed with the Delisting Proposal in the event of change in the Delisting Regulations or other applicable laws or an order of a Court or any competent authority or in the event of any circumstances which in the opinion of the Acquirers would prejudice them. Please note that under Regulation 16(1) of the Delisting Regulations, the Acquirers are also not bound to accept the Equity Shares at the offer price determined by the reverse book building process.

The Delisting Offer has been approved by the Board on July 23, 2014. The Stock Exchanges were informed of such approval on the same date.

The Delisting Committee, therefore, places the proposed resolution for your consideration and recommends that it be passed as a Special Resolution.

Mr. Sanjeev Goel and Mr. Vishal Kumar Gupta, Directors of the Company, Mr. Manohar Lal and Mr. Rattan Singh, Directors of Pantec Consultants Private Limited and Mr. Manohar Lal and Mr. Vijay Pal Bhati, Directors of Pantec Devices Private Limited are interested in the Delisting Proposal and in this resolution.

None of the other Director(s), key managerial personnel, or their relatives of the Company are in any way, concerned or interested financial or otherwise, if any in this resolution, except to the extent of their shareholding in the Company.

By order of the Delisting Committee  
For **Intec Capital Limited**

Place: New Delhi  
Date: 22.08.2014

Sd/-  
Puneet Sehgal  
Company Secretary