



CIN - L74899DL1994PLC057410

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NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF INTEC CAPITAL LIMITED WILL BE HELD ON 24TH SEPTEMBER 2015 AT 11: 00 AM AT B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110 019 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

- 1) To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Notes, Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Mr. Vishal Kumar Gupta (DIN: 02368313) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare Final Equity Dividend at the rate of ₹ 0.50 per Equity Share (5% of face Value of share of ₹ 10/- each) on the paid-up Equity Share Capital for the year ended 31st March, 2015
- 4) To re-appoint Auditors and to hold office from conclusion of 21st Annual General Meeting until conclusion of 22nd Annual General Meeting and to fix remuneration and to pass following ordinary resolution thereof.

“RESOLVED THAT M/s. S.R Batliboi & Associates LLP, Chartered Accountants (Registration No. 116231 W / W – 100024), Gurgaon, Haryana) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company and that Board be and are hereby authorized to fix remuneration and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

- 5) To Consider and approve the Appointment of Mrs. Ritika Goel (DIN NO.00053387) as Non Independent Non-Executive Woman Director on the Board of Directors of the company in terms of Section 149, 152 of Companies Act, 2013 and clause 49 of the Listing Agreement and whose period office is liable to retire by rotation in terms of 152 (6) of the Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Clause 49 (ii) (A) (1) of Listing Agreement, Mrs. Ritika Goel (DIN 00053387) who was earlier appointed as an Additional Director w.e.f. 20th March 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non Independent Non-Executive Woman Director of the Company liable to retire by rotation.”

For Intec Capital Limited

Puneet Sehgal
Company Secretary
Membership No: ACS12557

Place: New Delhi

Date: 6th August 2015

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

Item No. 5

Pursuant to the provisions of section 149 of the Companies Act, 2013 read with clause 49 of the Listing Agreement, every listed public company is required to have at least one woman director on the Board of Directors of the Company. In view of that, Mrs. Ritika Goel (DIN 00053387) was earlier appointed as an Additional Director on the Board of Directors of the company w.e.f. 20th March 2015 in terms of Section 149,152 of the Companies Act, 2013 read with applicable rules made thereunder and clause 49 of the Listing Agreement.

Mrs. Ritika Goel holds a Bachelor of Arts degree from Lady Shriram College. She is Director on the Board of Directors of various Companies and possesses over 10 years of various industry experiences. Mrs. Ritika Goel is the spouse of Mr. Sanjeev Goel. None of the other directors are related to any other director of the Company.

The details of Mrs. Ritika Goel is as under

Particulars	
DIN	00053387
Date of Birth	19 th Nov 1969
Date of Appointment	20 th March, 2015
Years of Experience	10 years of rich Experience
Qualification	BA
Number of shares	Nil

Your Directors believe that with her appointment as a Non-Executive Non-independent woman Director, the Company would be benefited from his knowledge and experience. Thus the Board recommends the same for the approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sanjeev Goel, Managing Director and Mrs. Ritika Goel, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Notes to the Annual General Meeting:

1. A Member entitled to attend and vote is allowed to appoint a Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. In order to be effective, proxy form must be received by the Company at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN “GREEN INITIATIVE IN CORPORATE GOVERNANCE” TO ENCOURAGE PAPERLESS COMPLIANCES BY THE COMPANIES, WHEREIN THE ANNUAL REPORT OF THE COMPANIES CAN BE SENT THROUGH ELECTRONIC MAILS TO THE SHAREHOLDERS. IN FURTHERANCE OF WHICH MEMBERS WITH THEIR SHAREHOLDING IN DEMAT MODE ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESSES WITH THE DEPOSITORIES (I.E. NSDL & CDSL) OR DEPOSITORY PARTICIPANTS AND THE SHAREHOLDERS HOLDING SHARES IN THE PHYSICAL MODE ARE REQUESTED TO PROVIDE THEIR EMAIL ADDRESSES TO EITHER M/S. BEETAL FINANCIAL & COMPUTER SERVICES (P) LIMITED, BEETAL HOUSE, 3RD FLOOR, 99 MADANGIR, NEW DELHI- 110 062, REGISTRAR AND SHARE TRANSFER AGENT OR THE COMPANY AT THE REGISTERED OFFICE.
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is appended below.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed for 23rd September 2015 to 24th September 2015.
5. Members who have not got their shares dematerialized are advised to do the same in their own interest.
6. Members holding shares in physical form are requested to notify the change in their address, if any, at the earliest to the company or its Registrar and Share Transfer Agent and if the shares are in electronic mode to their respective Depository Participant.
7. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the dividend amount being the unpaid and unclaimed dividend pertaining to Financial year 2006-2007 to the Investor Education and Protection Fund of the Central Government.
8. Members, who have not encashed their dividend warrants, hereby requested to deposit their dividend warrant to their respective bank account and get it encashed. The Dividend amount remaining unclaimed/ unpaid for a period of seven years from the date of declaration will be transferred to Investor Education and Protection Fund and no claim will lie against those amount.

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification and attendance at the meeting.
11. Members attending the meeting are requested to bring their copy of Annual Report.
12. Members may send their queries relating to the accounts, if any, in writing, at the Registered Office of the Company at least 10 days in advance from the date of meeting so as to make the reply available at Annual General Meeting.
13. Additional Information with respect to appointment/re-appointment of Directors as per Clause 49 of the Listing Agreement is appended to this notice.
14. The documents referred in the Notice are available for inspection till the date of ensuing Annual General Meeting on all working days between 10:00 a.m. to 01:00 p.m.
15. Electronic copy of the Annual Report for the financial period ended 31st March 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
16. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the financial period ended on 31st March 2015 will also be available on the Company's website www.inteccapital.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: complianceofficer@inteccapital.com.
18. INSTRUCTIONS FOR ELECTRONIC VOTING
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Intec Capital Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) The E-voting facility shall be available at the link www.evotingindia.com during the following voting period from 11.00 A.M. till 5:00 P.M.:

Commencement of E-voting	21 st September, 2015
End of E-voting	23 rd September, 2015

E-voting shall not be allowed beyond 5.00 P.M. on 23rd September, 2015. 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 cut-off date for the purpose of E-voting is 17th September, 2015.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.