



Regd. Off. 701, Manjusha, 57 Nehru Place, New Delhi – 110 019

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956

Dear Shareholder(s),

The Company proposes to raise funds by way of infusion of capital from one or more Foreign/ Domestic Institutions through Equity Shares and Compulsorily Convertible Preference Shares.

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 to transact the following terms of special business by the Members of Intec Capital Limited by passing resolutions through Postal Ballot.

SPECIAL BUSINESS:

1. Increase in the Authorised Share Capital and Amendment to the Memorandum of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications thereof) the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.30,00,00,000 (Rupees Thirty Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- each and 15,00,000 Preference Shares of Rs. 100/- each to Rs.50,00,00,000 (Rupees Fifty Crores) divided into 3,50,00,000 (Three Crore and Fifty Lacs) Equity Shares of Rs.10/- each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs. 100/- each.”

“RESOLVED FURTHER THAT pursuant to Section 16 of the Companies Act, 1956 and other applicable provisions, if any, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting it with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores) divided into 3,50,00,000 (Three Crore and Fifty Lacs) Equity Shares of Rs.10/- each and 15,00,000 (Fifteen lacs) Preference Shares of Rs. 100/- each.

“RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

2. Raising of Funds

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 provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, as amended or restated (the “Companies Act”), the Listing Agreements with each of the Stock Exchanges where the Company’s Equity shares are listed and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and the Memorandum and Articles of Association of the Company, as amended, and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”), the relevant Registrar of Companies, the relevant stock exchanges and any other Regulatory Authority, Institutions or bodies as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), the Board be and is hereby authorised to create, issue, offer and allot upto 6,66,202 fully paid up equity shares of Rs. 10/- each (“**Equity Shares**”) for cash at a premium of Rs. 99.44/- per Equity Share and upto 2,74,122 fully paid up Compulsorily Convertible Preference Shares (“**CCPS**”) of Rs.100/- each for cash at a premium of Rs. 994.4/- per CCPS, aggregating upto Rs. 37,29,08,053/- (Rupees Thirty Seven Crore Twenty Nine Lacs Eight Thousand and Fifty Three Only) and each to be issued and allotted, on a preferential allotment basis, to the investors named below, subject to compliance with all applicable laws, rules, regulation, guidelines, and approvals in such manner and on such terms and condition as may be deemed appropriate by the Board. The CCPS are to be converted into Equity shares, at premium, if any, at such price and on such terms and conditions as the Board may in its absolute discretion decide in accordance with ICDR Regulations within a period of six months from the date of allotment. Provided that the pricing of such shares allotted on preferential basis shall not be lower than the price determined in accordance with the ICDR Regulations

Identity of the proposed allottees	Instrument to be allotted	Proposed Allotment (No. of units to be allotted)	Post issue Number of Equity Shares (after allotment of equity shares)	Post issue shareholding after allotment of equity shares (in %)	Post issue Number of Equity Shares (after conversion of CCPS)	Post issue shareholding after Conversion of CCPS (in %)
India Business Excellence Fund – II	Equity Shares	6,66,202	1,34,58,630	4.95	1,61,99,850	4.11
India Business Excellence Fund – IIA	Compulsorily Convertible Preference Shares	2,74,122	-	-	1,61,99,850	16.92

RESOLVED FURTHER THAT all the Equity Shares to be allotted pursuant to the aforesaid preferential allotment and the Equity Shares to be allotted pursuant to the conversion of the CCPS shall rank pari-passu with the existing Equity shares of the Company in all respects including payment of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of the Securities, the Directors and the Company Secretary be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion, deem necessary or desirable for such purpose, including without limitation, terms and conditions of the issue, including any amendments or modifications thereto, and entering into or execution of all such agreements/ arrangement(s)/ MOU(s)/ subscription agreement/ any other agreement(s) or document(s), listing of equity shares to be issued, as the Board may in its absolute discretion deem fit, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company the agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) as he or she may in his or her absolute discretion deem fit including the authority to amend or modify such document(s).

RESOLVED FURTHER THAT the Relevant Date for the preferential issue, as per the ICDR Regulations for the determination of the issue price of the CCPS and Equity Shares, is February 23, 2013.

RESOLVED FURTHER THAT the Directors and the Company Secretary, be and are hereby severally authorised to make all filings including as regards the requisite listing application/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges, the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT the Directors and the Company Secretary, be and are hereby severally authorised to settle all questions, difficulties or doubts that may arise in relation to the issue, offer and allotment of the Equity Shares and CCPS, to accept any modifications in the terms of the Equity Shares and CCPS as may be required by the authorities/ parties involved in such issue and as agreed to by the Board and/or any Committee thereof, and subject to applicable law, to decide in its absolute discretion in respect of the utilisation of the issue proceeds without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent and that the shareholders shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

**By Order of the Board
For Intec Capital Limited**

**Sanjeev Goel
Managing Director**

Place: New Delhi
Date : 14th February, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO. 1

To commensurate with the size and operations of the Company it is considered desirable that the Share Capital of the Company be enlarged to Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 3,50,00,000 (Three Crore Fifty Lac) Equity Shares of Rs. 10/- each and 15,00,000 (Fifteen Lac) Preference Shares of Rs. 100/- (Rupees Hundred each) and for that purpose Clause V of the Memorandum of Association is proposed to be suitably altered as set out as Ordinary resolution in the accompanying notice.

As per the provisions of the Section 94 read with Section 16 of the Companies Act, 1956, a Company may by passing ordinary resolution increase its Authorized Share Capital and alter the Capital Clause of the Memorandum of Association of the Company.

None of the Directors of the Company is in anyway concerned or interested in the said resolutions.

The Board of Directors accordingly recommends the resolution set out in the accompanying notice for approval of the shareholders.

ITEM NO.2

In order to meet the working capital requirements and the present and future capital expenditure for expansion and modernization activities, and to strengthen the equity base of the Company for the purpose of raising debt in future and for other corporate purposes, as may be required from time to time, it is considered appropriate to issue Equity Shares and Compulsorily Convertible Preference Shares on preferential basis in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

INFORMATION AS REQUIRED UNDER REGULATION 73 OF THE ICDR REGULATIONS FOR THE PREFERENTIAL ALLOTMENT IS AS FOLLOWS:

1. Objects of the issue

The funds raised through the proposed issue of Equity Shares and CCPS shall be used to increase the loan book, working capital requirements, to strengthen the equity base of the Company for the purpose of raising debt in future and for other corporate purposes, as may be required from time to time.

2. Proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

Promoter/Directors/Key Management Personnel do not intend to subscribe the offer.

3. Shareholding pattern of the issuer before and after the preferential issue

The shareholding pattern before and after the aforesaid issue of Equity Shares and CCPS on preferential basis is given below:

Category	Pre Issue (as on 13 th February, 2013)		Post Issue Paid up Capital (after allotment of equity shares)		Post issue Paid up Capital (after conversion of CCPS)	
	No of Shares held	% of Share- holding	No of Shares held	% of Share holding	No. of shares held	% of Share holding
A. Promoters & Promoter Group	4484394	35.06	4484394	33.32	4484394	27.68
Sub-total	4484394	35.06	4484394	33.32	4484394	27.68
B. Public shareholding						
I. Institutional Investors						
- Mutual Funds / UTI	100000	0.78	100000	0.74	100000	0.62
- Financial Institutions/Bank	0	0	0	0	2741220	16.92
- Ventures Capital Investor	0	0	666202	4.95	666202	4.11
Sub Total	100000	0.78	766202	5.69	3507422	21.65
II. Non-Institutional Investors						
- Bodies Corporate	7689906	60.11	7689906	57.14	7689906	47.47
- Resident Individuals, HUF, NRI etc	518128	4.05	518128	3.85	518128	3.20
Sub-total	8208034	64.16	8208034	60.99	8208034	50.67
TOTAL	12792428	100.00	13458630	100.00	16199850	100.00

4. Proposed time within which the allotment shall be complete:

The allotment of Equity Shares and CCPS shall be completed within 15 days from the date of passing of the special resolution provided hereinabove, by the shareholders of the Company

In case the allotment of Equity Shares and CCPS on preferential basis remains pending on account of non-receipt of any approval(s) by any regulatory/statutory authority(ies), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

5. Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by it and change in control, if any, in the issuer consequent to the preferential issue :

Identity of the proposed allottees	Instrument to be allotted	Proposed Allotment (No. of units to be allotted)	Post Issue Number of Equity Shares (after allotment of equity shares)	Post Issue shareholding after allotment of equity shares (In %)	Post Issue Number of Equity Shares (after conversion of CCPS)	Post Issue shareholding after Conversion of CCPS (in %)
India Business Excellence Fund – II	Equity Shares	6,66,202	1,34,58,630	4.95	1,61,99,850	4.11
India Business Excellence Fund – IIA	Compulsorily Convertible Preference Shares	2,74,122	-	-	1,61,99,850	16.92

There will not be any change in the control of the Company consequent to the aforesaid preferential allotment of Equity Shares and CCPS.

6. Lock-in:

As the proposed allottees does not hold any pre-preferential shareholding in the Company, the same is not applicable to the Company.

7. Undertaking from the Company regarding re-computation of the price of the equity shares in terms of the provision of ICDR Regulations where it is required to do so

As the shares of the Company are listed with the stock exchanges for more than six (6) months, the same is not applicable to the Company.

8. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

As the shares of the Company are listed with the stock exchanges for more than six (6) months, the same is not applicable to the Company.

A certificate from M/s. T.K. Gupta & Associates, the Statutory Auditors of the Company, as required under the ICDR Regulations, certifying that the proposed issue is being made in accordance with the requirements contained in the ICDR Regulations will be available for inspection at the Registered Office of the Company situated at 701, Manjusha, 57 Nehru Place, New Delhi – 110019 from the Relevant Date i.e. 23rd February, 2013 upto the last date of voting under postal Ballot between 11.00 am to 1.00 PM.

The consent of the members is being sought under Section 81(1A) of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, if any, and in terms of the ICDR Regulations and provisions of the listing agreements executed by the Company with the stock exchanges where the Company's shares are listed.

The directors of the Company are deemed to be concerned or interested in the said resolution to the extent of their respective shareholding in the Company and the allotment to their associates out of the proposed offer.

The Board of directors of the Company believes that this preferential allotment is in the interest of the Company and hence, recommends the resolution for the approval of the shareholders.

**By Order of the Board
For Intec Capital Limited**

**Place: New Delhi
Date : 14th February, 2013**

**Sanjeev Goel
Managing Director**