



SAPNE AAPKE, BHAROSA APNO KA
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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot/E-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed.

The Company 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.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours i.e. before 06:00 PM dated 07th May, 2015. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or Managing Director or any other Director or to the Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman or any other Director of the Company will announce the results on 08th May, 2015 at 06:00 p.m. 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).

SPECIAL BUSINESS

Resolution No.1: Appointment of S.R Batlibaoi & Associates as new Statutory Auditors of the company to fill Casual vacancy

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

"RESOLVED THAT:

1. Pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including

any statutory modification or amendment thereto or re-enactment thereof for the time being in force), S.R. Batliboi & Associates LLP (LLP Identity No. AAB-4295), Chartered Accountants (Firm No. FRN 101059W) Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of BSR & Associates LLP, Chartered Accountants (Firm No 116231 W/W – 100024), Gurgaon, for the Financial Year 2014-15.

2. S.R. Batliboi & Associates LLP (LLP Identity No. AAB-4295), Chartered Accountants (Firm No. FRN 101059W) Mumbai be and hereby appointed as Statutory Auditors of the Company and that they shall hold office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for Financial Year ended 31st March, 2015 and on such remuneration as may be fixed by the Board of Directors in consultation with them.
3. Any Directors of the Company or Company Secretary be and hereby severally authorized to do all acts, deeds and things necessary in order to give effect to the above resolution and to file the necessary form with in the records of the Registrar of Companies, NCT of Delhi & Haryana.
4. The Certified True copy of the resolution may be given to the concerned department(s) / authority(ies) etc. as may be required by the Managing Director or Company Secretary of the Company”.

Resolution No.2: To consider the Re-appointment of Mr. Sanjeev Goel, as Managing Director of the Company for a further period of 5 years in terms of Companies Act, 2013.

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT:

1. Pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to re-appoint Mr. Sanjeev Goel, (DIN 00028702) as Managing Director of the Company, for a further period of 5 years with effect from 01st April 2015 and ending 31st March 2020.
2. Mr. Sanjeev Goel shall carry out all his duties subject to supervision, control and direction of the Board of Directors of the Company and his reappointment will not tantamount to break in his services and accordingly he will continue to be one of the Key Managerial Person of the Company.
3. Any Director of the Company or Mr. Puneet Sehgal Company Secretary of the company be and is hereby authorized to do all such acts and take necessary action and file E-forms MGT-14 and MR-1 or such other forms as may be necessary and to do all acts, deeds and things necessary for the purpose of giving effect to the above said resolution.”

Resolution No.3: Remuneration Payable to Mr. Sanjeev Goel, Managing Director of the Company w.e.f. 1st April 2015 for three financial years ending on 31st March, 2018 in accordance with the applicable provisions of the Companies Act 2013

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT:

1. Pursuant to Sections 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents, approval of shareholders be and is hereby accorded to approve the remuneration of Mr. Sanjeev Goel, Managing Director for three financial years as mentioned below:

Remuneration payable in the three current Financial Years viz. FY 2015-16, FY 2016-17 and FY 2017-18 is calculated on the basis of net adjusted profits on the basis of respective previous Financial Year annual audited financial Accounts and computed in terms of provisions of the Companies Act, 2013	Amount of salary & other emolument payable to Managing Director as Remuneration in the three aforesaid financial years viz. FY 2015-16, FY 2016-17 and FY2017-18 which is Subject to the following conditions and limits	
(i) Remuneration payable in the current financial year 2015-16 is calculated on the basis of net adjusted profits as per annual audited financial Accounts of financial Year 2014-15 subject to condition that remuneration actually paid in the current financial year 2015-2016 shall not exceed remuneration computed on the basis of net adjusted profits as per current financial year 2015-16 Audited Financial Accounts	(a) Within the overall Limit of Rs. One Hundred and Fifty Lacs only	Lower Amount of (a) or (b) or central Government approving such amount of remuneration which is in excess of 5%
(ii) Remuneration payable in the current financial year 2016-17 is calculated on the basis of net adjusted profits as per annual audited financial Accounts of financial Year 2015-16 subject to condition that remuneration actually paid in the current financial year 2016-2017 shall not exceed remuneration computed on the basis of net adjusted profits as per current financial year 2016-17 Audited Financial Accounts	(b) Remuneration payable to Managing Director in the three current financial shall not exceed 5% of net adjusted profit of the Company's last audited Balance Sheet and P&L Account subject to condition that remuneration actually paid in the respective current financial year shall not exceed remuneration computed on the basis of net adjusted profits of that respective current financial Audited Financial Accounts	
(iii) Remuneration payable in the current financial year 2017-18 is calculated on the basis of net adjusted profits as per annual audited financial Accounts of financial Year 2016-17 subject to condition that remuneration actually paid in the current financial year 2017-18 shall not exceed remuneration computed on the basis of net adjusted profits as per current financial year 2017-18 Audited Financial Accounts	(c) Subject to Central Government approval, remuneration payable to Managing Director in the current financial year may exceed 5% of net adjusted profit of the Company of last financial year audited Balance Sheet and P&L Account as computed in terms of section 197 read with section 196 and 203 and schedule - V and other applicable provisions of the Companies Act, 2013 as amended from time to time and read with the Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force.	

2. The Board be and are hereby authorized to pay remuneration to Managing Director, from time to time, within the above mentioned limits and framework.
3. The Directors and/or Company Secretary of the Company be and are hereby authorized to do all such further acts, deeds, things and to take all such actions and file MGT-14 and other necessary e-forms as may be required to give effect to the above said resolution”

None of the Directors / KMP's of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Sanjeev Goel, Managing Director, Mrs. Ritika Goel, Additional Director in the category of Non- executive Non Independent Woman Director.

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

Place: New Delhi
Date: 02.04.2015

Sd/-
Puneet Sehgal
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board of Directors in its meeting held on 20th March 2015 had passed resolution delegating the powers to the "Compliance Committee" constituted by it to be responsible for the Postal Ballot Process, providing facility of voting through Postal Ballot Poll Paper and through Electronic Mode, appointing the Scrutinizer, approving the draft resolution(s) and Postal Ballot notice to be sent to the Members/ Beneficial Owners, declaring / releasing / publishing / submitting the results.
3. The Compliance Committee at its meeting held on 02nd April, 2015 had 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 / List of Beneficial Owners as per records of depositories as on 31st March 2015.
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. The Members can opt for only one mode of voting i.e. either by ballot or through E-voting. In case members are opting for voting by Ballot, then please do not cast your vote by E-voting and vice versa. In case, Members cast their votes both by Ballot and E-voting, the votes cast through ballot shall prevail and the votes cast through E-voting shall be considered invalid.
8. 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 31st March 2015 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.
9. Voting rights of every member shall be in proportion to his/her share of the paid up equity share capital of the Company.
10. 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 06:00 p.m. on 07th May, 2015.
11. 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 during the following voting period from 10:00 a.m. till 6:00 p.m.:

Commencement of E-voting	08 th April 2015
End of E-voting	07 th May, 2015

E-voting shall not be allowed beyond 6.00 p.m. on 07thMay 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 record date for the purpose of E-voting is 31st March 2015.

12. 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.
13. The Chairman of the Compliance Committee or Managing Director or Company Secretary will announce the result of the Postal Ballot on 08th May, 2015 at the registered office of the company. The result will be displayed on the website of the Company at "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.
14. 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 2.00 p.m. to 4.00 p.m. on any working day excluding Saturday and Sunday till the last date of voting 07th May, 2015.
15. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item 1: APPOINTMENT OF S.R BATLIBAOI & ASSOCIATES AS NEW STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY

In the last Annual General Meeting held on 24th September 2014 M/s. BSR & Associates LLP, Chartered Accountants were re-appointed as Statutory Auditor of the Company to hold the office till the conclusion of next Annual General Meeting.

The company had received a Letter from M/s.BSR & Associates LLP, Chartered Accountants submitting their resignation with immediate effect.

A copy of the resignation tendered by the Auditors is available for inspection of the members at the Registered Office of the Company between 1100 hours and 1300 hours during the voting period except Saturday and public holidays.

S.R. Batliboi & Associates LLP (LLP Identity No AAB-4295), Chartered Accountants (Firm No FRN 101059W) Mumbai have conveyed their consent to be appointed as Statutory Auditor of the Company along with the confirmation that, their appointment if made by the members would be within the limits prescribed under the Companies Act, 2013.

On recommendation of Audit Committee in its meeting held on 20th March 2015, the of Board of Directors in its meeting held on 20th March, 2015 had approved the appointment of S.R. Batliboi & Associates LLP as Statutory Auditors of the Company subject to the approval of shareholders. The Board of Directors in its meeting held on 20th March 2015 had passed resolution delegating the powers to the "Compliance Committee" constituted by it to be responsible for the Postal Ballot Process, providing facility of voting through Postal Ballot Poll Paper and through Electronic Mode, appointing the Scrutinizer, approving the draft resolution(s) and Postal Ballot notice to be sent to the Members/ Beneficial Owners, declaring / releasing / publishing / submitting the results etc.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item no. 1 of the accompanying notice.

None of the Directors, Key Managerial Persons or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item 2 and 3: TO CONSIDER THE RE-APPOINTMENT OF MR. SANJEEV GOEL, AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS IN TERMS OF COMPANIES ACT, 2013 AND TO APPROVE THE REMUNERATION PAYABLE TO MR. SANJEEV GOEL, MANAGING DIRECTOR OF THE COMPANY W.E.F. 1ST APRIL 2015 FOR THREE FINANCIAL YEARS ENDING ON 31ST MARCH, 2018 IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company in its 16th Annual General Meeting held on 24th Day of September, 2010 for a period of 5 years starting from 1st April, 2010 and ending on 31st March, 2015.

The present appointment of Mr. Sanjeev Goel as Managing Director expires on 31st March, 2015.

Your Director is desirous that his valuable services may be continued to be utilized for the benefit of the Company.

Mr. Goel is a Chartered Accountant and holds a Master's Degree in International Finance from the University of IOWA. The profile of Mr. Goel is available at company website viz. www.inteccapital.com

In his capacity as Managing Director, Mr. Goel will be responsible for managing the day to day business and financial operations of the Company with the purpose of increasing shareholder value ; manage the efficient operations of the Company and coordinate effective interaction between the Company's various structural divisions and departments, ensuring the proper development and improvement of their performance; work to improve the Company's performance; growth of sales and profit, quality and competitiveness of the Company's product, product compliance with world standards, growth of domestic (and world) market share; and satisfying customer demands; or such other roles and responsibilities as may be assigned to him by the Board from time to time. On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on 13th February 2015 had re-appointed Mr. Sanjeev Goel as Managing Director of the Company for a further period of 5 years starting from 1st April 2015 and ending on 31st March, 2020 .

Mr. Sanjeev Goel is a founder and Promoter Director and is actively associated with the development of the Company from its inception.

The shareholder of the company in the 19th Annual general meeting held on 25th day of September 2013 had already approved the increase in remuneration of Mr. Sanjeev Goel Managing Director from Rs. 66 Lacs per annum to Rs. 1.50 Crore per annum under the companies Act 1956(old act).upon application to MCA, the said MCA has reverted that a fresh application be made by the company under the provisions of New companies Act 2013 if it is so desires. Hence this proposal to the shareholder.

The information as required under Schedule V to the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION:

- (1) **Nature of Industry:** Providing Financial Services
- (2) **Date of commencement of commercial operation:** The Company was incorporated on 15th February, 1994 as Intec Securities Private Limited
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial Performance:**

S. N.	Particulars	2013-2014	2012-13
1.	Total Income	155,65,68,460	1,15,46,21,877
2.	Total Expenditure	129,07,87,261	95,39,59,627
3.	Profit/(Loss) before Tax	265,78,81,198	20,06,62,250
4.	Profit/(Loss) after Tax	18,164,47,38	13,12,26,923

- (5) **Export performance and net foreign exchange collaborations:** NIL
- (6) **Foreign investments or collaborators, if any:** Through FDI under automatic route by India Business Excellence Fund-IIA having its office at IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius.

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background Details:** Mr. Sanjeev Goel, aged 50 years, is a Fellow member of Institute of Chartered Accountants of India and has done MBA from University of IOWA (USA). He has total work experience of 21 years in the financial sector.
- (2) **Past remuneration:** Mr. Sanjeev Goel has drawn Rs.66,00,000 /- (Rupees Sixty Six Lacs only) per annum during the financial year ended 31st March, 2013 and Rs. 30,00,000/- (Rupees Thirty Lacs only) per annum during the financial year 31st March, 2012 comprising of salary, allowances, monetary value of perquisites within the limits under Schedule XIII of the Companies Act, 1956.
- (3) **Job profile and his suitability, recognition or awards:** Mr. Sanjeev Goel is Chartered Accountant by qualification and is contributing and advising on the corporate, legal and financial affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company. Under his superior efforts and pragmatic leadership the Company has progressed steadily.

- (4) **Remuneration Proposed:** The proposed remuneration is Rs. 1.50 Crores per annum (same is set out in the Special Resolution in the Notice of the 19th Annual General Meeting of the Company).
- (5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Taking into consideration the size of the Company, the profile of Mr. Sanjeev Goel and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to managerial position in other Companies.
- (6) **Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any:** Besides, the remuneration proposed, Mr. Sanjeev Goel does not have any other pecuniary relationship either with the Company or with its Managerial Personnel.

III. DISCLOSURE:

- (1) The disclosure on remuneration package payable to the Managing Director contained in the above Notice.
- (2) All the relevant information pertaining to the Managing Director and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" have been mentioned in the Annual Report in the Corporate Governance Report under the heading 'Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2014.

The Board of Directors recommends increasing the remuneration paid to Mr. Sanjeev Goel as Managing Director at a total remuneration as mentioned in the resolution and recommends the same for your approval as a Special Resolution and thereafter subject to Central Government Approval.

Mr. Sanjeev Goel satisfies the conditions laid down in Schedule V to the Companies Act, 2013 as also conditions set out under Sub-Section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Sanjeev Goel is aged above 50 years and the Board is of the opinion that his reappointment is properly justified, considering his contributions in the growth of the Company as explained above, and in terms of the Provision to Section 196 (6) (a) of the Companies Act, 2013 a special resolution for his appointment is proposed.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges. Further information about Mr. Sanjeev Goel, in accordance with clause 49 of the Listing Agreement is attached.

The Board of Directors recommends the passing of the Special Resolutions contained in Item no. 2&3 of the accompanying Notice

Your directors recommend the resolution for adoption.

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

Place: New Delhi
Date: 02.04.2015

Sd/-
Puneet Sehgal
Company Secretary

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