

Dear Member,

Invitation to attend the 22nd Annual General Meeting (AGM)

You are cordially invited to attend the 22<sup>nd</sup> Annual General Meeting of the Members of the Company to be held on Saturday 24<sup>th</sup> September 2016 at 11: 15 AM at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110 019, India.

The Notice of the Meeting containing the business to be transacted is enclosed herewith as per Section 108 of the Companies Act, 2013 read with the related rules and regulations 44 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, The Company is pleased to provide its members to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for E-voting are enclosed herewith.

Yours truly

For Intec Capital Limited

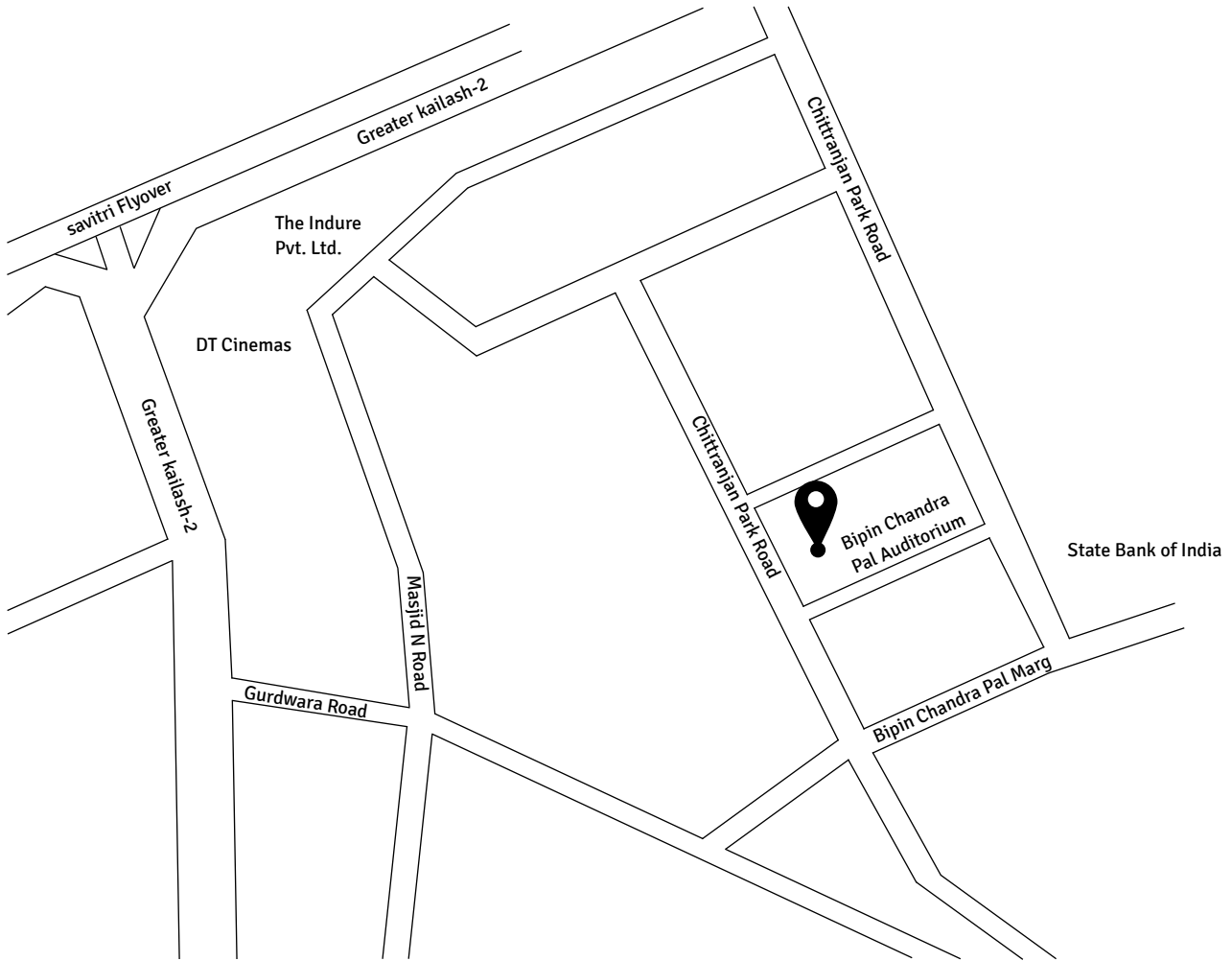
Puneet Sehgal

Company Secretary

Enclosures

1. Notice of 22<sup>nd</sup> Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy Form
4. Attendance Slip

## Route map of AGM Venue





CIN – L74899DL1994PLC057410

Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019

www.inteccapital.com | complianceofficer@inteccapital.com

## NOTICE OF 22<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 22<sup>ND</sup> ANNUAL GENERAL MEETING OF MEMBERS OF INTEC CAPITAL LIMITED WILL BE HELD ON SATURDAY, 24<sup>TH</sup> SEPTEMBER 2016 AT 11: 15 AM AT B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110 019 TO TRANSACT THE FOLLOWING BUSINESS: -

### ORDINARY BUSINESS

#### Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors thereon.

#### Item no. 2 – Declaration of dividend

To declare Final Equity Dividend at the rate of ₹ 0.25 per Equity Share (2.5 % of face Value of share of ₹ 10/- each) on the paid-up Equity Share Capital for the Financial Year ended 31<sup>st</sup> March, 2016

#### Item no. 3 – Appointment of Director

To appoint a director in place of Mrs. Ritika Goel (DIN 00053387), Non-Executive Non-Independent Woman Director who retires by rotation and being eligible, offers herself for re-appointment.

#### Item no. 4 – Re-appointment of Statutory Auditors

To re-appoint Auditors and to hold office for first block of five (5) years from conclusion of 22<sup>nd</sup> Annual General Meeting until conclusion of 27<sup>th</sup> Annual General Meeting and to fix remuneration and to pass following ordinary resolution thereof.

“RESOLVED THAT Pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and pursuant to recommendation of Audit Committee of the Board and pursuant to recommendation of the Board of Directors, the approval of members of the company be and is hereby accorded for the re-appointment of S.R. Batliboi & Associates LLP (LLP Identity No. LLP Identity No.AAB-4295), Chartered Accountants (Firm No. FRN 101049W / E300004), as Statutory Auditors of the Company for a first block of five (5) years to hold office from the conclusion of 22<sup>nd</sup> Annual General Meeting scheduled to be held in Calendar Year 2016 till conclusion of 27<sup>th</sup> Annual General Meeting scheduled to be held in Calendar Year 2021 (subject to ratification of their

appointment by members at every Annual General Meeting) for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2016-2017 till Financial Year 2020-2021 and that Board of Directors be and is hereby authorized or to delegate this to Mr. Sanjeev Goel, Managing Director to fix such remuneration payable to them as may be determined by the Audit Committee in consultation with Auditors and that such remuneration may be paid on progressive billing basis to be agreed between Auditors and Board of Directors or delegated person viz. Mr. Sanjeev Goel, Managing Director.

### SPECIAL BUSINESS

#### Item no. 5 – To ratify the excess Remuneration already paid to Mr. Sanjeev Goel, Managing Director of the Company during the Financial Year 2015-16.

To ratify the excess Remuneration already paid to Mr. Sanjeev Goel, Managing Director of the Company during the Financial Year 2015-16 which is in excess of 5% limits but within the overall limits of 11% as prescribed in 1<sup>st</sup> Proviso of Section 197 (1) read with other applicable provisions of the Companies Act 2013 read with rules made thereunder.

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 197 & 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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, on recommendation of Nomination and Remuneration Committee (NRC) and subsequently on approval of the Board of Directors, the members approval be and is hereby accorded for payment of excess Remuneration to Mr. Sanjeev Goel, Managing Director by ₹ 66.17 Lacs (i.e.

₹ 122.00 Lacs minus ₹ 55.83 Lacs), which exceeds the limits of 5% (₹ 55.83 Lacs) of net adjusted profit amounting ₹ 1,116.50 Lacs as prescribed in second proviso of Section 197 of the Companies Act, 2013 but within the limits of ₹ 150 Lacs per annum as fixed by the shareholders on 8th May 2015 vide Postal Ballot Notice dated 2<sup>nd</sup> April 2015 and is 10.93 % of net adjusted profit amounting ₹ 1116.50 Lacs which is within the overall limits of 11% as prescribed in first proviso of Section 197(1) of the Companies Act, 2013 read with rules made thereunder.

2. Any of the Directors of the Company and Company Secretary of the company, be and are hereby singly and/or jointly authorized to sign necessary forms and returns as may be necessary / required to be filed with The Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution.”

**Item no. 6 – Approve the Remuneration to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2016 – 2017, 2017 – 2018 and 2018 – 2019**

To consider and approve the Remuneration Payable to Mr. Sanjeev Goel, Managing Director of the Company for three (3) Financial Year i.e. Financial Year 2016 – 17, 2017 – 18 and 2018 – 19 as per limits as prescribed in section 197 of Companies Act 2013 or wherever applicable shall be within the limits as prescribed in Schedule-V of the Companies Act, 2013, by superseding all earlier resolutions passed by Shareholders or wherever limits of 11% is crossed or limits of schedule-V is crossed then subject to the approval of Central Government in conformity with Companies Act, 2013 provided maximum remuneration payable is ₹ 150 Lacs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements.

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

**“RESOLVED THAT**

1. Superseding all earlier resolution, pursuant to the provisions of Section 197 & 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) 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, superseding all earlier resolutions, on recommendation of Nomination and

Remuneration Committee (NRC) and approval of the Board, the Approval of the Members be and is hereby accorded for payment of Remuneration to Mr. Sanjeev Goel, Managing Director for the three (3) Financial Years i.e. for Financial Year 2016 – 2017, 2017 – 2018 and 2018 – 2019 to the extent of 5% of Net Adjusted Profit subject to maximum of ₹ 150 Lacs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and while paying such remuneration it may exceeds the limits of 5% of Net Adjusted Profit as at end of respective Financial Year as prescribed in second proviso of Section 197 of the Companies Act, 2013 and shall be within the limits of 11% of Net Adjusted Profit for that respective financial year however it shall also be within the limits as fixed by the shareholders in ensuing 22<sup>nd</sup> Annual General Meeting and wherever Schedule – V is applicable it shall be within the limits as prescribed in Schedule – V of the Companies Act, 2013 based on Effective Capital as at the beginning of respective Financial Year. If the salary so payable exceeds the 11% limits as prescribed in Section 197 or limits as prescribed in schedule-V wherever applicable, then the same will be subject to such necessary approvals, permission as may be required including prior approval of Central Government or approval of Central Government for waiver of recovery of excess remuneration paid to Mr. Sanjeev Goel, Managing Director for that respective Financial Year.

2. Any of the Directors of the Company and Company Secretary of the company, be and are hereby singly and/or jointly authorized to sign necessary forms and returns as may be necessary / required to be filed with The Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution.”

**Item no. 7 – Register of Members and index of Members at place other than Registered Office of the Company**

To consider, approve and supersede all earlier resolutions, subject to approval of shareholder, related to register of Members and Index of Members to be kept at place other than Registered Office of the Company in terms of applicable section of the Companies Act, 2013.

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

**“RESOLVED THAT**

1. Superseding all earlier resolution, pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, approval

of the members be and is hereby accorded to maintain and keep the Company's registers of Members and Index of Members required to be maintained under Section 88 of the Companies Act, 2013 at the office of Company's Registrar and Share Transfer Agent, viz., M/s. Beetal Financial and Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, Near Dada Harsukhdas Marg, Madangir, New Delhi-110062 instead of being kept and maintained at the Registered Office of the Company and further authorized Mr. Sanjeev Goel, Managing Director to keep maintain the Company's registers of Members and Index of Members required to be maintained under Section 88 of the Companies Act, 2013 at the such other office or at office of Company's Registrar and Share Transfer Agent as decided from time to time.

2. Any Director and or Mr. Puneet Sehgal Company Secretary of the Company be and are hereby jointly or severally

authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution and to provide certified true copy of the resolution be provided, whenever required and file necessary forms with competent Authority.

Registered Office: 701, Manjusha Building 57, Nehru Place, New Delhi-110019  
CIN:L74899DL1994PLC057410

By order of Board of Directors  
For Intec Capital Limited  
Puneet Sehgal  
Company Secretary  
Membership No: ACS12557

Place: New Delhi  
Date: 26<sup>th</sup> August 2016

## Explanatory Statement Pursuant to Section 102 of The Companies ACT, 2013:

### Explanatory Statement to Item No. 5 & 6

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company by shareholders by way of postal ballot on 8th May 2015 vide postal ballot dated 2<sup>nd</sup> April 2015 for a period of 5 years starting from 1<sup>st</sup> April, 2010 and ending on 31<sup>st</sup> 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](http://www.inteccapital.com)

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 on 8th May 2015 by way of Postal Ballot Notice dated 2<sup>nd</sup> April, 2015 had already approved the remuneration of Mr. Sanjeev Goel Managing Director as ₹ 150 Lacs per Annum under the companies Act 2013 for three (3) the Financial Years viz. 2015 – 16, 2016 – 2017 and 2017 – 2018.

Now company has asked the approval of shareholders for ratification of excess remuneration paid during the financial year 2015 – 16 and proposed remuneration in three (3) the Financial Years viz. 2016 – 17, 2017 – 2018 and 2018 – 2019 by superseding its earlier resolution of members passed on 8<sup>th</sup> May 2015.

Accordingly, necessary information is as follows:

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 15<sup>th</sup> 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: (₹ in Lacs)

S. N.	Particulars	2015-2016	2014-15
1	Total Income	13172.59	13802.27
2	Total Expenditure	12177.93	12836.85
3	Profit/(Loss) before Tax	994.66	965.42
4	Profit/(Loss) after Tax	643.02	643.24

Now company has asked the approval of shareholders for ratification of excess remuneration paid during the financial year 2015 – 16 and proposed remuneration in three (3) the Financial Years viz. 2016 – 17, 2017 - 2018 and 2018 - 2019 by superseding its earlier resolution of members passed on 8<sup>th</sup> May 2015.

## II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details: Mr. Sanjeev Goel, aged 51 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 22 years in the financial sector.
2. Past remuneration: Mr. Sanjeev Goel has drawn ₹ 122 Lacs per annum (Rupees One Hundred Twenty Two Lacs only) per annum during the financial year ended 31<sup>st</sup> March, 2016 and ₹ 100 Lacs per annum (One Hundred Lacs Only) per annum during the financial year 31<sup>st</sup> March, 2015 comprising of salary, allowances, monetary value of perquisites.
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 ₹ 150 Lacs (One Hundred fifty Lacs Only) per annum (same is set out in the Special Resolution in the Notice of this ensuing Annual General Meeting).
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. Other Information

1. Reasons of loss or inadequate profits: There is no loss or inadequate profit during Financial year ended 31<sup>st</sup> March 2016.
2. Steps taken or proposed to be taken for improvement: NA

3. Expected increase in productivity and profits in measurable terms: With political clarity emerging, the business and customer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow its retail business.

## IV. DISCLOSURE:

1. The disclosure on remuneration package payable to the Managing Director contained in the above Notice.
2. The Additional information is given in Corporate Governance report

On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on 12<sup>th</sup> August 2016 had approved / ratified the remuneration paid to Mr. Sanjeev Goel as Managing Director during financial year 2015-16 in excess of limits of 5% but within the limits of 11% i.e. ₹ 122 Lacs per annum representing 10.93% of net adjusted profit amounting ₹ 1116.65 Lacs as set out in the special resolution of this ensuing Annual General Meeting for the approval / ratification of shareholders.

On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on 12<sup>th</sup> August 2016 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2016 – 17, 2017 – 2018 and 2018 – 2019 for the maximum amount of ₹ 150 Lacs per annum (One Hundred Fifty Lacs) as set out in the special resolution of this ensuing Annual General Meeting for the approval of shareholders subject to Central Government Approval, wherever applicable.

The Board is of the opinion that remuneration to Mr. Sanjeev Goel, Managing Director Aged 51 years is properly justified, considering his contributions in the growth of the Company as explained above, and in terms of the Provisions of the Companies Act, 2013 a special resolution for his appointment is proposed. In his capacity as Managing Director, Mr. Goel is 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.

This statement may also be regarded as a disclosure under SEBI (LODR), 2015 of the Listing Agreement with the Stock Exchanges.

The Shareholding details of Mr. Sanjeev Goel, Managing Director as on 31<sup>st</sup> March, 2016:

Name of shareholder	No. of shares held	%age of shares held
Sanjeev Goel	644464	3.51
(Escrow account)- India Business Excellence Fund-II	600000	3.27

The Board of Directors recommends the passing of the Special Resolutions contained in Item no.5 of the accompanying Notice for the approval by Shareholders.

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 and Mrs. Ritika Goel, Non-executive Non-Independent Woman Director who happens to be wife of Mr. Sanjeev Goel. Both being interested director cannot chair the meeting for this business transaction.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

#### Explanatory Statement to Item No. 7

Under section 92 and other applicable provisions of the Companies Act 2013, documents such as register of Members, Index of members shall be kept at the registered office of the Company unless special resolution is passed by shareholders

authorizing to keep the aforesaid register within same city, place and town in which registered office is located or 1/10 of members entered in the register of members reside in that place.

In the interest of operational and administrative ease, it is proposed to maintain the register of members at the company's Registrar and Share Transfer Agent viz. M/s. Beetal Financial and Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, Near Dada Harsukhdas Marg, Madangir, New Delhi-110062 instead of being kept and maintained at the Registered Office of the Company.

It is further proposed that Mr. Sanjeev Goel, Managing Director to keep maintain and the Company's registers of Members required to be maintained under Section 88 of the Companies Act, 2013 at the such other office or at office of Company's Registrar and Share Transfer Agent as decided from time to time.

Approvals of the Members are required under section 94 of the Companies Act, 2013 to effect the change in the place at which Register of Members and Index of Members are to be kept.

The Board of Directors recommends the passing of the Special Resolutions contained in Item no.5 of the accompanying Notice for the approval by Shareholders.

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 and Mrs. Ritika Goel, Non-executive Non-Independent Woman Director who happens to be wife of Mr. Sanjeev Goel. Both being interested director cannot chair the meeting for this business transaction.

## Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before 22<sup>nd</sup> September, 2016, 3:00 p.m. IST). A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.



5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed on 23<sup>rd</sup> September, 2016 to 24<sup>th</sup> September, 2016 for the purpose of payment of the final dividend for the financial year ended 31<sup>st</sup> March, 2016 and the AGM.
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 24<sup>th</sup> September, 2016. The final dividend is ₹.0.25 per equity share.
10. 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). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Beetal Financial and Computer Services Private limited, Beetal House, 3<sup>rd</sup> Floor, Madangir, Near Dada Harsukhdas Mandir, New Delhi-110019.
12. Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
13. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
15. The Annual Report 2015-16, the Notice of the 22<sup>nd</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 22<sup>nd</sup> AGM and the Intec Capital Limited Annual Report 2015-16 will be available on the Company's website: [www.inteccapital.com](http://www.inteccapital.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days i.e. 11.00 a.m. to 2.00 p.m. Members who require communication in physical form in addition to E-communication, or have any other queries, may write to us at: [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)
17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository



Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Beetal Financial and Computer Services Private limited, Beetal House, 3<sup>rd</sup> Floor, Madangir, Near Dada Harsukhdas Mandir, New Delhi-110019.

19. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days (i.e. 11.00 a.m-2.00 p.m) up to the date of the AGM.

## 20. INSTRUCTIONS FOR ELECTRONIC VOTING

- i. Log on to the e-voting website [www.evotingindia.com](http://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](http://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*	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"> <li>• 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.</li> <li>• 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.</li> </ul>
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#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> <li>• 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.</li> </ul>

- 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 <https://www.evotingindia.com.in> 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](mailto: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](mailto: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](http://www.evotingindia.com) during the following voting period from 11:00 a.m. till 5:00 p.m.:

Commencement of E-voting	21st September, 2016
End of E-voting	23rd September, 2016

E-voting shall not be allowed beyond 5.00 p.m. on 23<sup>rd</sup> September, 2016. 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 17<sup>th</sup> September, 2016.

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.in](http://www.evotingindia.com.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019

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## ATTENDANCE SLIP

22<sup>nd</sup> Annual General Meeting - 24<sup>th</sup> September 2016

Registered Folio No./DP ID no./Client ID No.....

Number of shares held.....

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 22<sup>nd</sup> Annual General Meeting of the Company at B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110 019 on Saturday, 24<sup>th</sup> September, 2016, at 11.15 A.M.

.....  
Name of the member / proxy  
(in BLOCK letters)

.....  
Signature of the member / proxy

Note :

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.
2. The map to reach the AGM venue is given overleaf.

Signed this.....day of .....2016.

Affix a  
Re.1/-  
Revenue  
Stamp

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

Notes:

1. This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.





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## PROXY FORM

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

22<sup>nd</sup> Annual General Meeting - 24<sup>th</sup> September 2016

Name of Member(s):.....  
Registered Address:.....  
Folio No./Client Id:.....DP ID:.....E-mail ID:.....

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- Name:..... Address:.....  
E mail Id:.....Signature:.....or failing him/her
- Name:..... Address:.....  
E mail Id:.....Signature:.....or failing him/her
- Name:..... Address:.....  
E mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, 24<sup>th</sup> September, 2016 at 11.15 AM at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business: (Ordinary Resolution)</b>				
1.	Adoption of financial statements (including the consolidated financial statements)			
2.	Declaration of dividend			
3.	Appointment of Mrs. Ritika Goel as a director liable to retire by rotation			
4.	Appointment of auditors			
<b>Special Business: (Special Resolution)</b>				
5.	To ratify the excess Remuneration already paid to Mr. Sanjeev Goel, Managing Director of the Company during the Financial Year 2015-16.			
6.	Approve the Remuneration to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2016 - 2017, 2017 - 2018 and 2018 - 2019			
7.	Register of Members and index of Members at place other than Registered Office of the Company			

Signed this.....day of .....2016.

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

Affix a Re.1/- Revenue Stamp
---------------------------------------

**Notes:**

- This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member







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## BALLOT POLL PAPER

22<sup>nd</sup> Annual General Meeting

S. No.	Particulars	Details
1.	Name of the First Named Shareholder/ Proxy Holder (IN BLOCK LETTER)	
2.	Postal address	
3.	Registered Folio/ DP-ID-Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity shares of ₹.10/- each
5.	No of Shares Held	

I, hereby exercise my vote in respect of The Resolution by recording my assent or dissent to the said resolution in the following manner:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business: (Ordinary Resolution)</b>				
1.	Adoption of financial statements (including the consolidated financial statements)			
2.	Declaration of dividend			
3.	Appointment of Mrs. Ritika Goel as a director liable to retire by rotation			
4.	Appointment of auditors			
<b>Special Business: (Special Resolution)</b>				
5.	To ratify the excess Remuneration already paid to Mr. Sanjeev Goel, Managing Director of the Company during the Financial Year 2015-16.			
6.	Approve the Remuneration to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2016 – 2017, 2017 – 2018 and 2018 – 2019			
7.	Register of Members and index of Members at place other than Registered Office of the Company			

Place: New Delhi

Date: .

-----  
(Signature of the shareholder/ proxy holder)

Notes:

- Signature of shareholder/ proxy holder should be as per specimen Registered/ recorded with Company / Depository.
- Any cutting/ overwriting on this polling paper should be signed by the shareholder/ Proxy holder.
- Shareholder/ Proxy holder may exercise their votes either by putting 'X' or indicating number of shares in the appropriate column against the resolution indicated in the box.
- Number of shares held will be reckoned as per records of the Bank/ company as on record date 22nd September, 2016

