



Krishna Kumar Sharma & Co.

Company Secretaries

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Scrutinizer's Report-Combined

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and administrations) Rules, 2014]

To

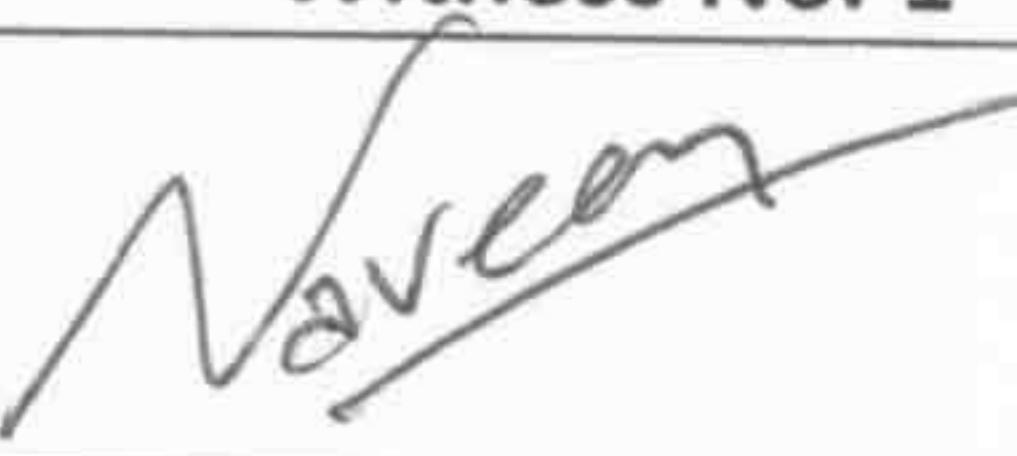
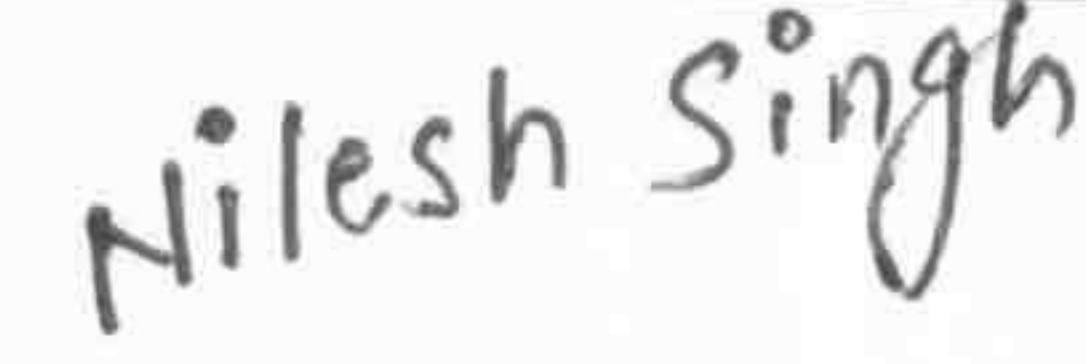
The Chairman of 23rd Annual General Meeting of the members of Intec Capital Limited (the Company) held on Wednesday 27th September 2017 at 11:15 AM at Bipin Chandra Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019.

Dear Sir,

1. I, Krishna Kumar Sharma, a Company Secretary in practice (C. P. No. 7747), have been appointed as a scrutinizer by
 - (i) The board of Directors of Intec Capital Limited (the Company) for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on remote e-voting carried out as per provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 and
 - (ii) the Chairman of the Annual General meeting (AGM) on poll under the provisions of the section 109 of Companies act 2013 read with Rule 21 of the Companies (Management and Administrations) Rules 2014 (Rules) on the resolutions contained in the notice of the 23rd Annual General Meeting (AGM) of the members of the company held on Wednesday 27th September 2017 at 11:15 AM at Bipin Chandra Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019.
2. The management of the Company is responsible to ensure the compliance with the requirements of Companies Act 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 23rd AGM of members of the company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a scrutinizer's report of the votes cast "in favor" or "against" the resolution stated above, based on the reports generated from Remote e-voting system provided by Central Depository System Limited, the authorized agency to provide Remote e-voting facilities, engaged by the company.



3. In accordance with the Notice of the 23rd Annual general meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015 on May 25th, 2016, the remote e-voting opened at 11:00 AM on Sunday 24th September, 2017 and remained open up to 5:00 PM on Tuesday 26th September, 2017.
4. The Equity shareholders holding shares as on 20th September, 2017, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 23rd Annual general meeting of the company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on it. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses:

Witness No. 1	Witness No. 2
 Mr Naveen Chandra PAN: AFNPN7606P	 Mr Nilesh Singh PAN: GKHP7038R

Who are not the employees of the company, and ballots received were, sorted, signatures verified and were scrutinized. The ballots were reconciled with the records maintained by the Company/Registrar and transfer agents (R&TA) of the company and the authorizations/proxies lodged with the Company.

6. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes on remote e-voting were unblocked after conclusion of voting at the AGM in the presence of two witnesses as mentioned above who are not the employees of the company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from e-voting website of Central Depository Services Limited (<https://www.evotingindia.co.in/>) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



Resolution-1: Ordinary Resolution

Item No. 1 – Adoption of Audited Financial Statements

To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31st, March 2017 and the reports of the Board of Directors and Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and report of Auditors thereon.

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	1,72,33,209	100
Voting by ballot	28	651	100
Total	53	17233860	100

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1,000	100
Voting by ballot	-	-	-
Total	1	1,000	100

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-2: Ordinary Resolution

Item No. 2 – 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.



(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	1,72,33,209	100
Voting by ballot	28	651	100
Total	53	17233860	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1,000	100
Voting by ballot	-	-	-
Total	1	1,000	100

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-3: Ordinary Resolution

Item No. 3 – Appointment of Statutory Auditors

To appoint Statutory Auditors and to hold office for first block of five (5) years from conclusion of 23rd General Meeting until conclusion of 28th Annual General Meeting and to fix remuneration and to pass following ordinary resolution thereof.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	1,72,33,209	100
Voting by ballot	28	651	100
Total	53	17233860	100



(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1,000	100
Voting by ballot	-	-	-
Total	1	1,000	100

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Resolution-4: Special Resolution- Change in terms of appointment of Managing Director

Item No. 4

To consider and approve the change in terms of appointment of Managing Director to make him liable to retire by rotation and being eligible offer themselves for re-appointment and tenure of Managing Director for five (5) years shall be subject to him getting re-appointed and such re-appointment shall not tantamount to break in the tenure of his appointment as Managing Director, pursuant to section 152 by changing the terms of appointment of Managing Director."

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	1,72,33,209	100
Voting by ballot	28	651	100
Total	53	17233860	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1,000	100
Voting by ballot	-	-	-
Total	1	1,000	100



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

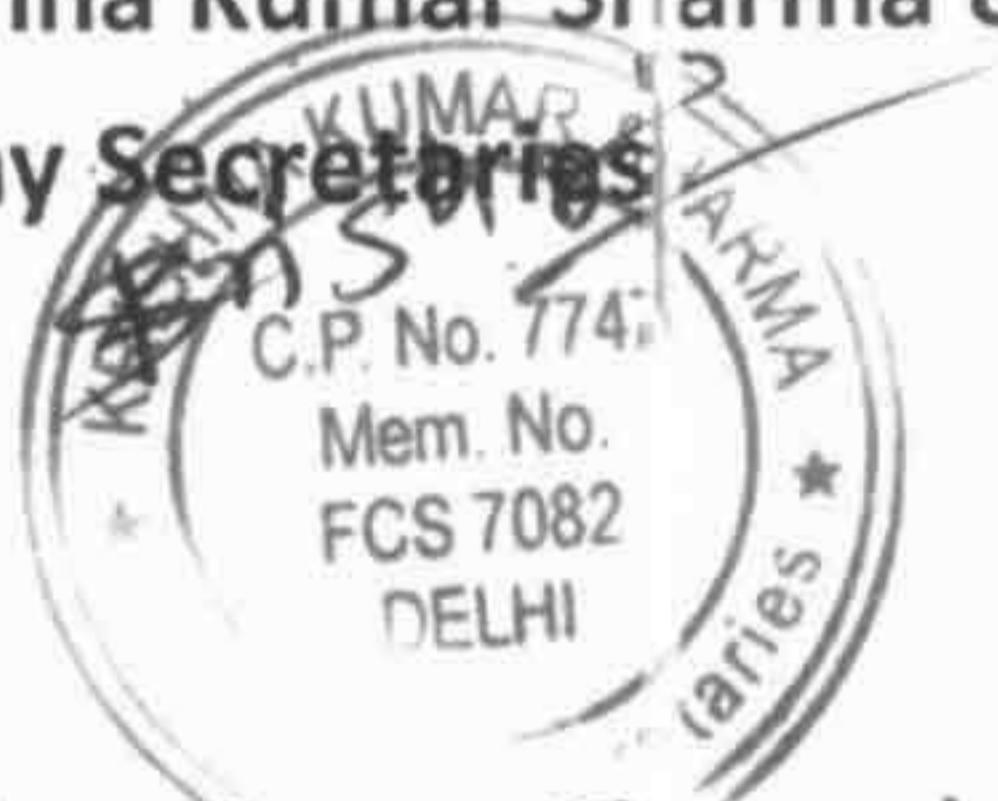
9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Krishna Kumar Sharma & Co.

Company Secretaries



(CS Krishna Kumar Sharma)

Proprietor

C. P. No. : 7747

Place: New Delhi

Date: 27th September, 2016.