

Dear Member,

Invitation to attend the 24th Annual General Meeting (AGM)

You are cordially invited to attend the 24th Annual General Meeting of the Members of the Company to be held on Tuesday 25th September 2018 at 11:15 A.M. at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110019.

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

ACS-12557

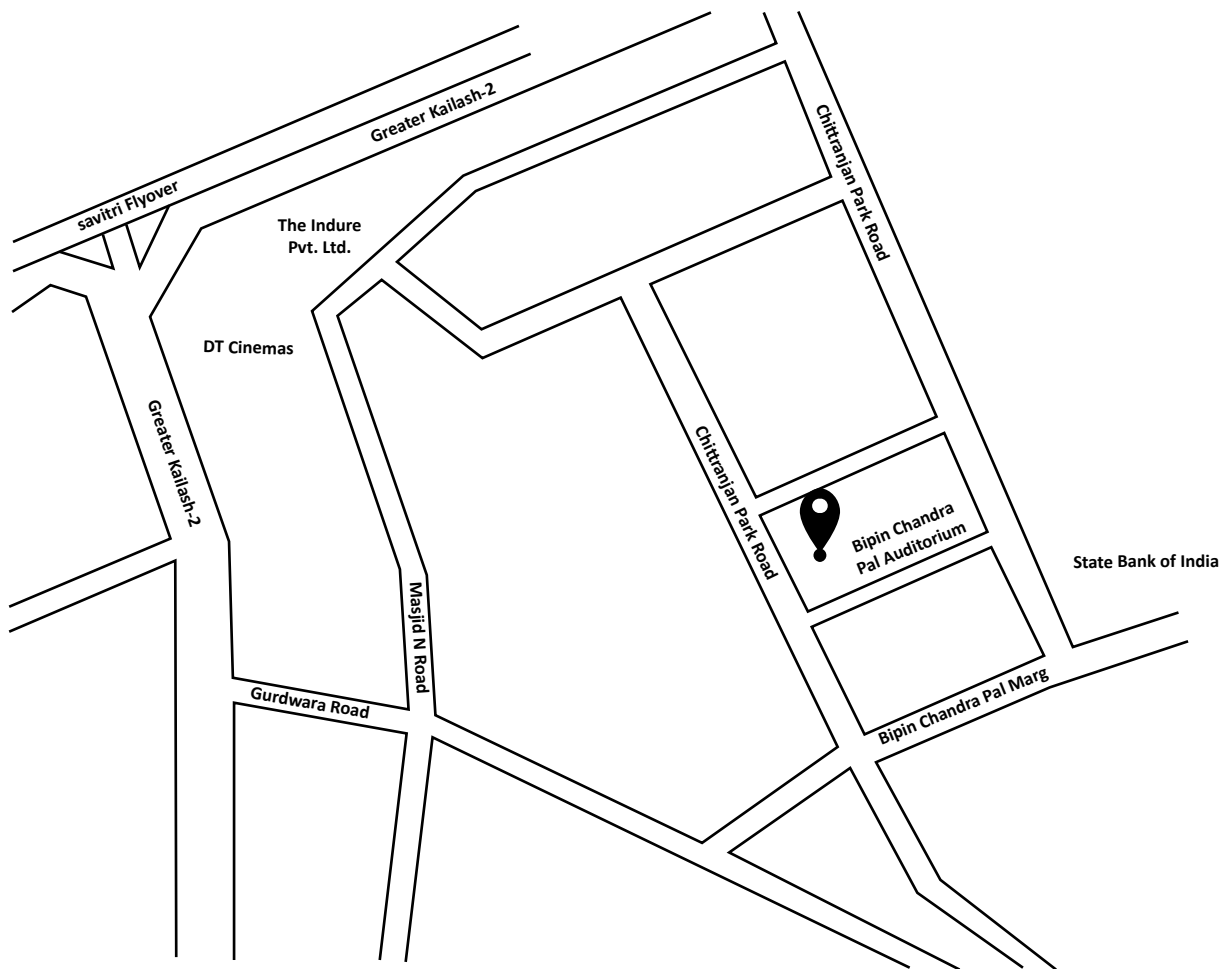
Enclosures

1. Notice of 24th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy Form
4. Attendance Slip

Route Map to the Venue of the AGM

Address of the Venue: Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110 019

Telephone: 011 4107 2278



Notice is hereby given that 24rd annual general meeting of members of Intec Capital Limited will be held on Tuesday 25th September 2018 at 11: 15 am at B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019 to transact the following business: -



CIN – L74899DL1994PLC057410

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

www.inteccapital.com | complianceofficer@inteccapital.com

ORDINARY BUSINESS

Item no. 1 – Adoption of financial statements

To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 and report of Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution

- (a) “RESOLVED that the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 and reports of Board of Directors Auditors thereon laid before this meeting, be and are hereby considered and adopted”.
- (b) “RESOLVED that the Audited Consolidated Financial statements of the Company for the Financial Year ended on 31st March, 2018 along with reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted”.

Item no. 2 –Re-appointment of Director liable to retire by rotation

To appoint a director in place of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, pass the following resolutions as an Ordinary Resolution

“RESOLVED that pursuant to provisions of section 152 of the Companies Act, 2013, Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation at this meeting offer himself for re-appointment, be and is hereby re-appointed as Managing Director, liable to retire by rotation who was appointed Managing Director for a period of five (5) years from 1st April 2015 till 31st March 2020 which was approved by shareholders by passing Special Resolution on 8th May 2015 vide postal ballot notice dated 2nd April 2015 and his re-appointment shall not tantamount to break in the tenure of appointment as Managing Director and all other terms and conditions of the appointment shall also remains unchanged.”

SPECIAL BUSINESS

Item no. 3 – Revision in overall borrowing powers of the Company in terms of Section 180(1) (c) of the Companies Act, 2013:

To consider and approve the Authority to Board of Directors or Delegated Committee of Board or Delegated Authority to borrow in terms of Section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder and in this regards, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT

1. “RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on **07th November, 2014 vide postal ballot notice dated 22nd August 2014**, and subject to the provisions of the Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and other applicable laws, rules,

regulations, circulars as amended from time to time, the consent of members of the Company be and is hereby accorded to 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, for borrowings from time to time and in any manner, as it think fit including but not limited to viz. (a) by way of loans from bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., (b) by way of issue of bonds, redeemable Non-convertible Debentures (NCD), whether to bank(s), financial or other institution(s), secured or unsecured, in one or more tranches and either to be partially paid up initially and to be fully paid up after a specified period of time; or to be fully paid upfront mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc.; (c) instruments having character of Debt i.e. Commercial papers, Certificate of Deposit, Treasury Bills etc. whether unsecured or secured, in one or more tranches and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company’s Bankers/Lenders in the ordinary course of business, provided that borrowing sub-limits for Non-convertible Debentures (NCD) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and provided further that the total amount of such loans / borrowings shall not exceed at any time Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only) EXCLUDING interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

2. The Board of Directors or delegated committee or delegated authority be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.
3. All actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item no. 4 – Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013:

To consider and approve the Authority to Board of Directors or Delegated Committee of Board or Delegated Authority to create mortgage / charge on assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 read with rules made thereunder for securing the Borrowings of the company availed / to be availed from time to time in terms of section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT

1. “RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on 07th November, 2014 vide postal ballot notice dated 22nd August 2014, and subject to the provisions of the Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and other applicable laws, rules, regulations, circulars as amended from time to time, consent of the members of the Company be and is hereby accorded to 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) be and is hereby authorized to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company for securing any loans/facilities/borrowings limits/ LC limits obtained or as may be obtained from any banks, financial institutions, hire-purchase/lease companies, body corporate or any other persons together with interest, costs, charges, expenses and any other moneys payable, with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time provided that borrowing sub-limits for Non-convertible Debentures (NCD) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and provided further that the total amount of such loans/borrowings shall not exceed at any time Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only) EXCLUDING interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

2. The Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any of the Directors or any other officer of the Company to give effect to the above resolution.
3. The Board of Directors or delegated committee or delegated authority of the Company be and is hereby Authorised to finalise the documents for creating mortgages, charges, hypothecations and to accept any alterations, changes, variations in terms and conditions and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.
4. All actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Item no. 5 –Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022

To consider and approve remuneration to be payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022 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, 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 Rs. 150 Lacs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and in this regard, 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 2019 – 2020, 2020-21 and 2021-2022 to the extent of 5% of Net Adjusted Profit **subject to maximum of Rs. 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 exceed 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 24th 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.”
3. 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.”

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: 28th August 2018



Explanatory statement pursuant to section 102 of the companies act, 2013:

Explanatory Statement to Item No. 3

Limits of Borrowing u/s 180(1) (c) of the Companies Act, 2013

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, borrow in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account apart from the temporary loans, obtained or to be obtained from its bankers/ financial institutions in the ordinary course of business.

Your Company had sought and obtained the approval of members through postal ballot on 7th November 2014 vide Postal Ballot Notice dated 22nd August 2014 to borrow monies together with monies already borrowed upto aoverall limit of Rs.1500 Crores.

Now, the Board be authorized to borrow money in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account such that the total amount so borrowed shall not exceed Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only).

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (c) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting and recommends the Resolution as set out in the accompanying AGM Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Explanatory Statement to Item No. 4

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, sell, lease, mortgage and/or charge the immovable and movable properties of the Company whosoever situated, present and future to or in favor of lenders/ financial institutions/ banks for borrowings by the Company.

Our Company had sought and obtained the approval of members on 7th November 2014 vide Postal Ballot Notice dated 22nd August 2014 to mortgage/ charge immovable and movable assets of the Company up to overall limit of Rs. 1500 Crores.

Now, the Board be authorized to borrow money in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account such that the total amount so borrowed shall not exceed Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only).

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (a) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting and recommends the Resolution as set out in the accompanying AGM Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Explanatory Statement to Item No. 5

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 2nd April 2015 for a period of 5 years starting from 1st April, 2015 and ending on 31st March, 2020.

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

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 its Annual general meeting on 24th September 2016 had approved the remuneration the remuneration of Mr. Sanjeev Goel Managing Director as Rs. 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 proposed remuneration for three (3) the Financial Years viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 by superseding its earlier resolution of members passed on 8th 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:

Nature of Industry: Providing Financial Services

Date of commencement of commercial operation: The Company was incorporated on 15th February, 1994 as Intec Securities Private Limited

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial Performance: (Rs. in Lacs)

S. N.	Particulars	2017-18	2016-17	2015-2016	2014-15
1	Total Income	6025.09	9747.65	13172.59	13802.27
2	Total Expenditure	9393.68	9609.82	12177.93	12836.85
3	Profit/(Loss) before Tax	-3368.59	137.83	994.66	965.42
4	Profit/(Loss) after Tax	-3028.40	36.30	643.02	643.24

Now company has asked the approval of shareholders for proposed remuneration in three (3) the Financial Years viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 by superseding all its earlier resolutions.



II. Information About the Appointee:

(1) Background Details: Mr. Sanjeev Goel, aged 54 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 24 years in the financial sector.

(2) Past remuneration:

During the financial year ended 31st March, 2018, Mr. Sanjeev Goel has drawn Rs.130.00 Lacs (Rupees One Hundred Thirty Lacs Per) per annum.

During the financial year ended 31st March, 2017, the Company has obtained the shareholder's ratification approval for payment of managerial remuneration upto 11% of the limits as specified under section 197 and 198 of the Companies Act, 2013 ("the Act") and an amount of Rs. 17.03 lakhs is charged to statement of Profit & Loss account for year ended March 31, 2017 as a managerial remuneration. Pending approval from the Central Government for payment of excess managerial remuneration of Rs. 112.97 lakhs over and above 11% of the limits as specified under section 197 and 198 of the Act, the excess amount paid is shown as an advance to the Managing Director and the Company is in process of recovering the same.

Subsequently, on 1st August 2017, we had received the much awaited approval from Ministry of Corporate Affairs (MCA), Govt. of India related to Managing Director remuneration starting from 1st April 2016 till 31st March 2019 with clarification that company can pay the remuneration based on effective capital of the company.

- Assuming Intec Effective Capital is 100 crores and above but less than 250 crores, then remuneration can be paid is upto Rs. 240 Lacs;
- Assuming Intec Effective Capital is Rs. 5 crores or above but less than 100 crores, then remuneration can be paid is upto Rs. 168 Lacs;
- Assuming Intec Effective Capital is Rs. Negative or less than Rs. 5 crores, then remuneration that can be paid is upto Rs. 64 Lacs.

(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. 150 Lacs (Rupees One Hundred 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 loss during Financial year ended 31st March 2018.

(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 Tuesday 28th August 2018 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 for the maximum amount of Rs. 150 Lacs per annum (One Hundred and 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 54 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 31st March 2018

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 are, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Sanjeev Goel Managing Director. Mr. Sanjeev Goel 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.



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 fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
2. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on Wednesday 27th September 2017 for a first block of five (5) years to hold office from the conclusion of 23rd Annual General Meeting scheduled to be held in Calendar Year 2017 till conclusion of 28th Annual General Meeting scheduled to be held in Calendar Year 2022 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2017-2018 till Financial Year 2021-2022..
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorized under the said Board resolution to attend and vote on their behalf at the meeting.
4. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip/ proxy form enclosed herewith to attend the meeting.
7. 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. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
8. 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.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. 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.
11. 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.
12. As company is not contemplating any events for which Register of Members and Share Transfer Books is required to be closed for the Annual General Meeting for the financial year ended 31st March 31, 2018.

13. The Board of Director has not recommended any dividend for the Financial Year 2017-18. The Company has not declared any dividend for FY 2016-17 ended on 31st March 2017
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts.
15. 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, 3rd Floor, Madangir, Near Dada Harsukhdas Mandir, New Delhi-110019.
16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has not declared any dividend in Financial Year ended 31st March 2017. Hence, list of unpaid and unclaimed dividend is not required to be uploaded on the Company's website (www.intecapital.com) and on the website of the Ministry of Corporate Affairs. However, the company has uploaded, list of unpaid and unclaimed dividend from FY-2005-2006 till 2015-16 on the Company's website (www.intecapital.com) and on the website of the Ministry of Corporate Affairs
17. Members wishing to claim dividends, which have 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.
18. With a view to using natural resources responsibly, members who have not registered / updated their e-mail addresses with RTA i.e., Beetal Financial and Computer Services Private Limited ("Beetal"), if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
19. 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.
20. The Annual Report 2017-18, the Notice of the 24th 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.
21. Members may also note that the Notice of the 24th AGM and the Intec Capital Limited Annual Report 2017-18 will be available on the Company's website, 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

22. 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.
23. Members holding shares in physical mode:
 - a) Are required to submit their Permanent Account Number (PAN) to the Company / Beetal (RTA), as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
 - b) Are advised to make nomination in respect of their shareholding in the Company. Nomination form (SH-13) is made available on the Company's website at the following link (<http://inteccapital.com/investors/investor-information/nomination-form/>)
24. Members holding shares in electronic mode:
 - a) Are required to submit their Permanent Account Number (PAN) to their respective DPs with whom they are maintaining their demat accounts, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
 - b) Are advised to contact their respective DPs for availing the nomination facility.
25. Relevant documents referred to in the Notice are open for inspection by the members 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. The aforesaid documents will be also available for inspection by members at the Meeting.
26. Instructions for electronic voting
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

(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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xix) Note for Non – Individual Shareholders and Custodians

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

(xx) The E-voting facility shall be available at the link www.evotingindia.com during the following voting period from 11:00 a.m. till 5:00 p.m.:

E-voting Details	Day and Date
Commencement of E-voting	Saturday 22nd September, 2018
End of E-voting	Monday 24th September, 2018

E-voting shall not be allowed beyond 5.00 p.m. on 24th September, 2018. 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 18th September, 2018.

(xxi) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Intec Capital Limited

CIN – L74899DL1994PLC057410

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

www.inteccapital.com | complianceofficer@inteccapital.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

24th Annual General Meeting – Tuesday 25th September 2018

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:

1. Name: Address:
E mail Id: Signature:
or failing him/her
2. Name: Address:
E mail Id: Signature:
or failing him / he
3. Name: Address:
E mail Id: Signature:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Tuesday 25th September 2018 at 11.15 AM at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
	Number of Shares Held	For	Against
Ordinary Business – Ordinary Resolution			
Item 1 (a): To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon			
Item 1 (b): To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and report of Auditors thereon			
Item no. 2 Re-appointment of Director liable to retire by rotation			
Special Business – Special Resolution			
Item no. 3 Revision in overall borrowing powers of the Company in terms of Section 180(1) (c) of the Companies Act, 2013			
Item no. 4 Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1) (a) of the Companies Act, 2013			
Item no. 5 Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022			

Signed this day of 2018

.....
Signature of the member

.....
Signature of the proxy holder(s)

Affix a
Re.1/- Revenue
Stamp

Notes:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against, column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. 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



Intec Capital Limited

CIN – L74899DL1994PLC057410

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

ATTENDANCE SLIP

24th Annual General Meeting – Tuesday 25th September 2018

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

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Number of shares held

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----- Please tear here -----

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

I hereby record my presence at the 24th Annual General Meeting of the Company at B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 on Tuesday 25th September 2018 at 11.15 A.M. IST Delhi -110019.

.....
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 2018

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 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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BALLOT POLL PAPER – 24th 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 Rs.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:

Resolutions		I assent to the resolution ('For')	I dissent from the resolution ('Against')
Ordinary Resolution			
Item 1 (a):	To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon		
Item 1 (b):	To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and report of Auditors thereon		
Item no. 2	Re-appointment of Director liable to retire by rotation		
Special Resolution			
Item no. 3	Revision in overall borrowing powers of the Company in terms of Section 180 (1) (c) of the Companies Act, 2013		
Item no. 4	Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1) (a) of the Companies Act, 2013		
Item no. 5	Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022		

Place: New Delhi

Date:

 (Signature of the shareholder/ proxy holder)

Note:

- 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 Tuesday 18th September 2018.