



Krishna Kumar Sharma & Co.

Company Secretaries

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Scrutinizer's Report-Combined

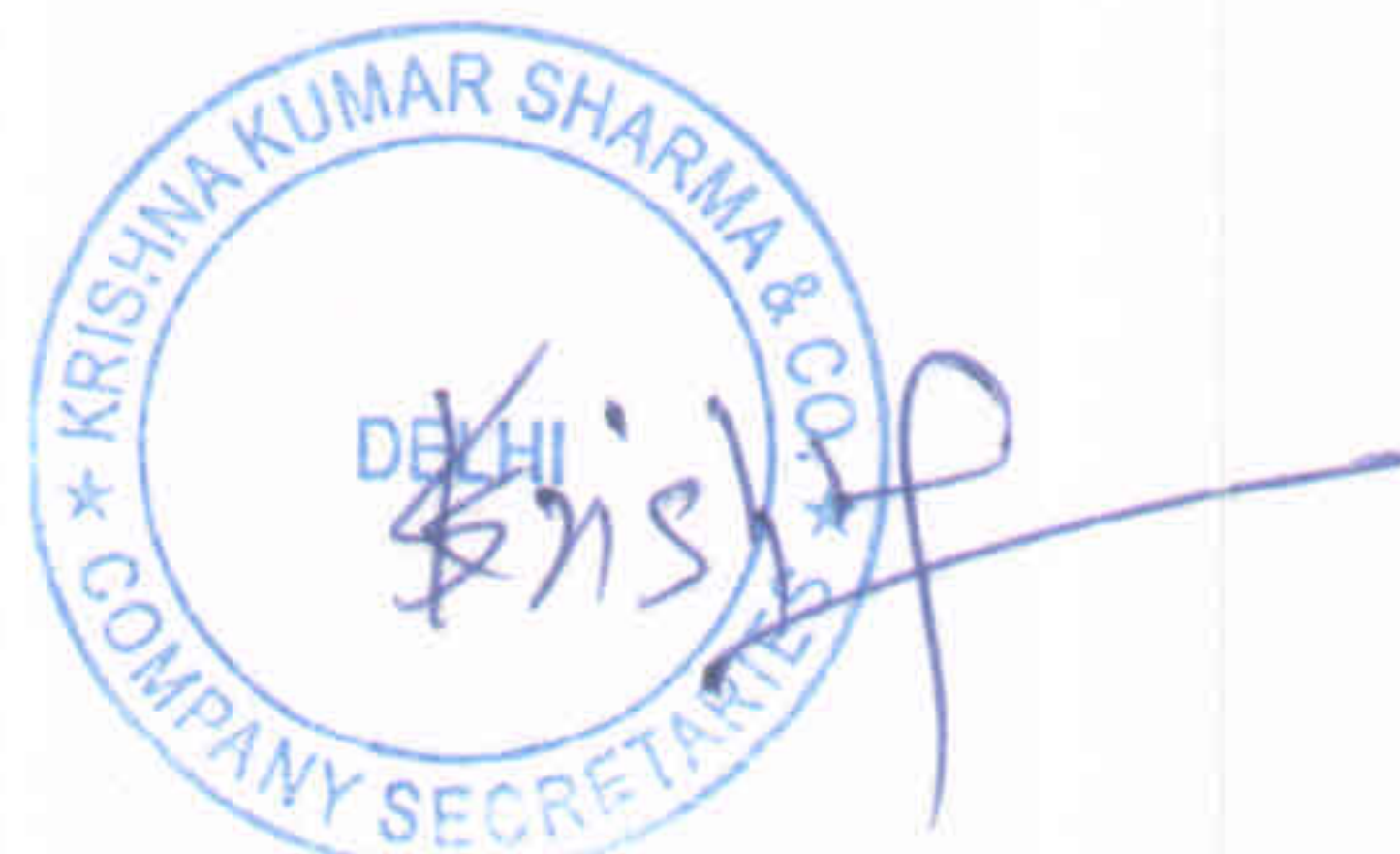
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and administrations) Rules, 2014]

To

The Chairman of 24th Annual General Meeting of the members of **Intec Capital Limited** (the Company) held on Tuesday 25th September, 2018 at 11:15 AM at Bipin Chandra Pal Auditorium, 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 24th Annual General Meeting (AGM) of the members of the company held on Tuesday 25th September, 2018 at 11:15 AM at Bipin Chandra Pal Auditorium, 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 24th 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 24th 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 Saturday 22nd September, 2018 and remained open up to 5:00 PM on Monday 24th September, 2018.
4. The Equity shareholders holding shares as on 18th September, 2018, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 24th 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
<i>Nilesh Singh</i>	<i>Manish</i>
Mr Nilesh Singh PAN: GKHP57038R	Mr Manish Vatsa PAN: AKFPV8637F

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**

Ordinary Resolution: 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.

(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	29	1,14,88,745	100
Voting by ballot	21	452	100
Total	50	1,14,89,197	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	NIL	NIL	NIL
Voting by ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(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**

Ordinary Resolution: 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.



(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	29	1,14,88,745	100
Voting by ballot	21	452	100
Total	50	1,14,89,197	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	NIL	NIL	NIL
Voting by ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

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

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. 3

Special Resolution: 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.

(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	29	1,14,88,745	100
Voting by ballot	21	452	100
Total	50	1,14,89,197	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	NIL	NIL	NIL
Voting by ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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

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:

Special Resolution: 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.

(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	29	1,14,88,745	100
Voting by ballot	21	452	100
Total	50	1,14,89,197	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	NIL	NIL	NIL
Voting by ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) **Invalid votes:**

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

Item No. 4– 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:

Special Resolution: 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.

(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	29	1,14,88,745	100
Voting by ballot	21	452	100
Total	50	1,14,89,197	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	NIL	NIL	NIL
Voting by ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL



(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 24th 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: 25th September, 2018.