



Dear Member,

INVITATION TO ATTEND THE 25TH ANNUAL GENERAL MEETING (AGM)

You are cordially invited to attend the 25th Annual General Meeting of the Members of the Company to be held on Friday 27th September 2019 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

Date: Tuesday 27th August 2019

Place: New Delhi

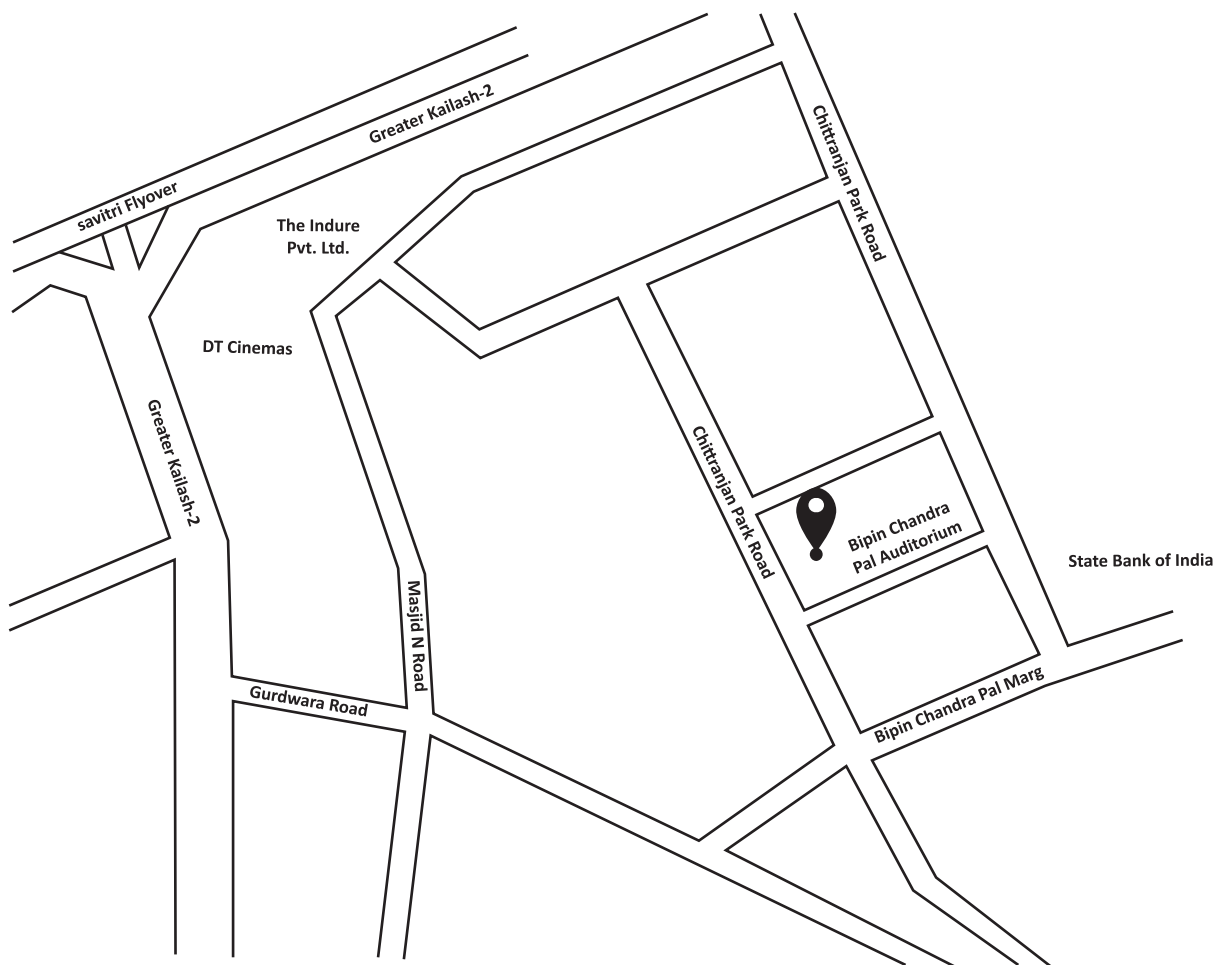
Enclosures

1. Notice of 25th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy Form
4. Attendance Slip

Route Map to the Venue of the 25th AGM

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

Telephone: 011 4107 2278





CIN – L74899DL1994PLC057410

Regd. Office: 708, Manjusha, 57 Nehru Place, New Delhi-110019

www.inteccapital.com | complianceofficer@inteccapital.com

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of members of **Intec Capital Limited** will be held on Friday 27th September, 2019 at 11:15 AM at B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of Audited Financial Statements Standalone of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Independent Auditor's Report thereupon together with Adoption of Audited Financial Statements Consolidated of the Company for the financial year ended March 31, 2019 and Independent Auditor's Report thereupon

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution.

“RESOLVED that

1. The Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2019 and reports of Board of Directors Auditors thereon laid before this meeting, be and are hereby considered and adopted.
2. The Audited Consolidated Financial statements of the Company for the Financial Year ended on 31st March, 2019 along with reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted”.

Item No. 2: Re-appointment of a director in place of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification, 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 re-appointed as 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 remain unchanged.”

SPECIAL BUSINESS

Item No. 3: Re-appointment of Mr. Sanjeev Goel (DIN: 00028702), as Managing Director of the Company for a further period of five (5) Years starting from 1st April 2020 till 31st March 2025.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

“RESOLVED THAT:

1. Pursuant to the provisions of Sections 196, 197, and 203 read with Schedule–V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to re-appoint Mr. Sanjeev Goel, (DIN 00028702) as Managing Director of the Company, for a further period of 5 years with effect from 1st April 2020 and ending 31st March 2025 and his terms of appointment is liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director shall be subject to him getting re-appointed and such re-appointment shall not tantamount to break in the tenure of his re-appointment as Managing Director and all other terms and conditions of the re-appointment shall remain unchanged.
2. Mr. Sanjeev Goel shall carry out all his duties subject to supervision, control and direction of the Board of Directors of the Company and his reappointment will not tantamount to break in his services and accordingly he will continue to be one of the Key Managerial Person of the Company.
3. Any Director of the Company or Company Secretary of the company be and is hereby authorized to do all such acts and take necessary action and file E-forms MGT-14 and MR-1 or such other forms as may be necessary and to do all acts, deeds and things necessary for the purpose of giving effect to the above said resolution.”

Item No. 4: Approving the Remuneration payable to Mr. Sanjeev Goel (DIN: 00028702), Managing Director for three (3) Financial Years i.e. for Financial 2019–2020, 2020–2021 and 2021–2022.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an 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, 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 Lakhs 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 25th 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."

Item No. 5: Regularization of re-appointment of Mr. Surender Kumar Goel (holding DIN 00963735), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.

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

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), Mr. Surender Kumar Goel (holding DIN 00963735), a Non-Executive Independent Director and who was appointed as Non-Executive Independent Director not liable to retire by rotation pursuant to applicable provisions of Companies Act, 2013 in the Board Meeting held on 27-8-2019 to hold office for a consecutive period of five (5) years starting from 7th August 2019 and ending on 6th August 2024 be and is hereby approved".

Item No. 6: Regularization of re-appointment of Mr. Rakesh Kumar Joshi (DIN 02410620), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), Mr. Rakesh Kumar Joshi (holding DIN 02410620), a Non-Executive Independent Director and who was appointed as Non-Executive Independent Director not liable to retire by rotation pursuant to applicable provisions of Companies Act, 2013 in the Board Meeting held on 27-8-2019 to hold office for a consecutive period of five (5) years starting from 7th August 2019 and ending on 6th August 2024 be and is hereby approved".

Item No. 7: Regularization of appointment of Ms. Kumud Gupta (DIN: 00294724) as Non-Executive Independent Director of the Company for a consecutive period of five (5) years

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), Mrs. Kumud Gupta (DIN 00294724),

a Non-Executive Independent Director and who was earlier appointed as Non-Executive Independent Director Not Liable to retire by rotation in the Board Meeting held on 10-11-2017 to hold office for a consecutive period of five (5) years starting from 10th November 2017 ending on 9th November 2022 be and is hereby approved”.

Item No. 8: Approval of Reclassification of Intec Infonet Private Limited, Promoter Company of the Company as non-promoter Company of the Company under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with circulars, notifications, rules and regulations as amended from time to time.

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

1. In accordance with regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from SEBI Board, Stock Exchange and other appropriate Statutory Authorities as may be necessary, the consent of members of the Company be and is hereby accorded to reclassify Intec Infonet Private Limited from ‘Promoter Group’ of the Company to ‘Public Category’, the more details are mentioned below.

List of Promoter / Promoter Group and their Shareholding				
Sl. No.	Name of the Shareholder	Promoter / Promoter Group / PAC	No. of Shares Held	Shareholding as a %
1	Intec Infonet Private Limited	Promoter Group	65400	0.36%

2. Re-classification of ‘Promoter Group’ as “Public Shareholders’ shall be subject to the following conditions:
 - (a) Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
 - (b) Increase in the level of Public Shareholding pursuant to re-classification of Promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957 and the provisions of Regulation 38 of SEBI (LODR) Regulations, 2015.
 - (c) The event of re-classification shall be disclosed to the Stock Exchange as Material Event in accordance with the provisions of these regulations.
 - (d) The Board may relax any condition for re-classification in specific cases, if it is satisfied about the non-exercise of control by the outgoing promoter or its persons acting in concert.
3. After such re-classification the following shall be Promoter / Promoter / Persons Acting in Concert (PAC) s of the Company and no of shares held by them and % of shareholding.

List of Promoter / Promoter Group and their Shareholding				
Sl. No.	Name of the Shareholder	Promoter / Promoter Group / PAC	No. of Shares Held	% of Shareholding
1	Sanjeev Goel	Promoter	644464	3.51%
2	“Escrow Account- India Business Excellence Fund-II” [Note:-Sanjeev Goel Shares presently Escrow in favour of “Escrow Account- India Business Excellence Fund-II”]	Promoter	600000	3.27%

List of Promoter / Promoter Group and their Shareholding				
Sl. No.	Name of the Shareholder	Promoter / Promoter Group / PAC	No. of Shares Held	% of Shareholding
3	Pantec Devices Pvt. Ltd.	Promoter Group	4497264	24.49%
4	Pantec Consultants Pvt. Ltd	Promoter Group	1453771	7.92%
5	Intec Worldwide Private Ltd.	Promoter Group	519267	2.83%
6	Intec Infonet Private Limited	Promoter Group	65400	0.36%
7	India Business Excellence Fund-II	Persons Acting in Concert (PAC)	2284356	12.44%
8	India Business Excellence Fund-IIA	Persons Acting in Concert (PAC)	3646142	19.85%

4. On approval of the SEBI Board / Stock Exchanges upon application for reclassification of the aforementioned applicants of the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.
5. Any of Directors of the Company or the Company Secretary / Compliance Officer be and is hereby authorized to submit the **'Application for reclassification of Promoter'** and other allied documents / deeds to the SEBI Board, Stock Exchanges wherein the Securities of the Company are listed or any other Regulatory Body as may be required and to take such steps expedient or desirable to give effect to this resolution.
6. The Consent of the Member be and is hereby accorded to the Board of Directors of the Company to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Directors of the Company or Company Secretary / Compliance Officer of the Company or any consultant / advisor as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

Registered Office:
Intec Capital Limited (CIN: L74899DL1994PLC057410)
 708, Manjusha Building 57,
 Nehru Place,
 New Delhi-110019

by order of Board of Directors
 For **Intec Capital Limited**

Puneet Sehgal
 Company Secretary
 Membership No: ACS12557

Place: New Delhi
 Date: 27th August, 2019



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

Explanatory Statement to Item No. 3 & 4

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.

The present appointment of Mr. Sanjeev Goel as Managing Director expires 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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 24th May 2019 had re-appointed Mr. Sanjeev Goel as Managing Director of the Company for a further period of 5 years starting from 1st April 2020 and ending on 31st March, 2025 subject to approval of shareholders.

Now, the Company in its ensuing 25th Annual General Meeting has asked the approval of shareholders for proposed re-appointment as Managing Director liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director shall be subject to him getting re-appointed and such re-appointment shall not tantamount to break in the tenure of his re-appointment as Managing Director and all other terms and conditions of the re-appointment shall remain unchanged.

The Company has also asked the approval of shareholders for 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 by superseding its earlier resolution passed by members in its 24th Annual General Meeting Dated held on Tuesday, 25th September 2018.

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 15th February, 1994 as Intec Securities Private Limited
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance: (Rs. in Lakhs)

Sl. No.	Particulars	2018-19	2017-18	2016-17	2015-2016	2014-15
1	Total Income	2915.03	6025.09	9747.65	13172.59	13802.27
2	Total Expenditure	9890.22	9393.68	9609.82	12177.93	12836.85
3	Profit/(Loss) before Tax	(6975.19)	-3368.59	137.83	994.66	965.42
4	Profit/(Loss) after Tax	(5536.55)	-3028.40	36.30	643.02	643.24

II. Information About The Appointee:

- Background Details: Mr. Sanjeev Goel, aged 55 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 25 years in the financial sector.
- Past remuneration:
 - During the financial year ended 31st March, 2019, Mr. Sanjeev Goel has drawn Rs. 130.00 Lakhs (Rupees One Hundred Thirty Lakhs Per) in compliance with applicable provisions of the Companies Act, 2013 read with rules made thereunder.
 - On the recommendation of the Nomination Committee and Board of Directors approval on Tuesday 28th August 2018, the shareholders in its 24th Annual General Meeting held on Tuesday 25th September 2018 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2019–2020, 2020–2021 and 2021–2022 for the maximum amount of Rs. 150 Lakhs per annum (One Hundred and Fifty Lakhs) subject to Central Government Approval, wherever applicable.
- 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.
- Remuneration Proposed: The proposed remuneration is Rs. 150 Lakhs (Rupees One Hundred Lakhs only) per annum (same is set out in the Special Resolution in the Notice of this ensuing Annual General Meeting).
- 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.
- 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

- Reasons of loss or inadequate profits: There is loss during Financial Year ended 31st March 2019.
- Steps taken or proposed to be taken for improvement: NA
- 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 Friday 24th May 2019 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 Lakhs per annum (One Hundred and Fifty Lakhs) as set out in the special resolution of this ensuing 25th Annual General Meeting for the approval of shareholders subject to Central Government Approval, wherever applicable.

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

Sl. No.	Name of the Shareholder	No. of Shares Held	Shareholding as a %
1	Sanjeev Goel	644464	3.51 %
2	(Escrow account)- India Business Excellence Fund-II	600000	3.27 %

The Board of Directors is of the opinion that re-appointment and remuneration to Mr. Sanjeev Goel, Managing Director Aged 55 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 an Ordinary Resolution for his appointment is proposed and Special Resolution for Remuneration 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.

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

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 Annual General 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.

The Board of Directors recommends the passing of the Special Resolutions contained in Item No. 3 & 4 of the accompanying Notice for the approval by Shareholders.

Your directors recommend passing of resolution as Ordinary Resolution for item No. 3 of this notice of AGM.

Your directors also recommend passing of resolution as Special Resolution for item No. 4 of this Notice of AGM.

Explanatory Statement to Item No. 5 & 6

Pursuant to the provisions of Section 149 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 27th August 2019, have re-appointed Mr. Surender Kumar Goel (holding DIN 00963735) and Mr. Rakesh Kumar Joshi (holding DIN 02410620), as Non-Executive Independent Director who are not liable to retire by rotation for consecutive period of five (5) years starting from 7th August 2019 till 6th August 2024.

The Company has received declaration from Mr. Goel and Mr. Joshi that they both meet the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Goel and Mr. Joshi is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mr. Goel and Mr. Joshi fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as a Non-Executive Independent Director and that they both are independent of the management of the Company.

Mr. Goel and Mr. Joshi is also not related to any director or Key Managerial Personnel of the Company.

The Board is of the view that the continued association of Mr. Goel and Mr. Joshi has benefited the Company, given the knowledge, experience and performance of Mr. Goel and Mr. Joshi, and contribution to the Board.

Details of Regularization of re-appointment of Non-executive Independent Director		
Particulars	Mr. S. K. Goel	Mr. R. K. Joshi
DIN	00963735	02410620
Date of Birth	11/08/45	15/10/53
Years of Experience	Over 40 years	Over 30 years
Qualification	Bachelor in Science, ASNT Level III Certification	CA and MBA
Number of shares held in the Intec Capital Limited	NIL	NIL
Previous Appointment details	Re-appointed as Non-executive Independent Director of the Company in the Board Meeting held on 7 th August 2014 from 7 th August 2014 till 6 th August 2019	

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Your directors recommend passing of resolution as an Ordinary Resolution as set out in Item No. 5 & 6 of Notice of Annual General Meeting.

Explanatory Statement to Item No. 7

Pursuant to the provisions of Section 149 read with Schedule-IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10-11-2017, have appointed Mrs. Kumud Gupta (DIN 00294724), as Non-Executive Independent Director Not Liable to retire by rotation in the Board Meeting held on 10-11-2017 to hold office for a consecutive period of five (5) years starting from 10th November 2017 ending on 9th November 2022.

The Company has received declaration from Mrs. Kumud Gupta that she meet the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mrs. Gupta is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mrs. Gupta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as a Non-Executive Independent Director and that she is independent of the management of the Company.

Mrs. Gupta is also not related to any director or Key Managerial Personnel of the Company.

The Board is of the view that the continued association of Mrs. Gupta has benefited the Company, given the knowledge, experience and performance and contribution to the Board.

Details of Regularization of appointment of Non-executive Independent Director	
Particulars	Mrs. Kumud Gupta
DIN	00294724
Date of Birth	22 ND JANUARY 1946
Years of Experience	Over 40 years
Qualification	B.Sc. from Jadavpur University, Kolkata
Number of shares held in the Intec Capital Limited	NIL
Previous Appointment details	Re-appointed as Non-executive Independent Director of the Company in the Board Meeting held on 7 th August 2014 from 7 th August 2014 till 6 th August 2019

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Your directors recommend passing of resolution as an Ordinary Resolution as set out in Item No. 7 of Notice of Annual General Meeting.



Explanatory Statement to Item No. 8

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as “Listing Regulations, 2015”), effective from December 2015 has provided a regulatory mechanism for reclassification of Promoters as Public Shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company received application from one of the Promoter viz. Intec Infonet Private Limited pursuant to Regulation 31A of the Listing Regulations, 2015 re-classifying them under Public Category since their names have been included as a part of the Promoter.

Intec Infonet Private Limited is holding very insignificant shareholding comprising of 65400 shares which is just 0.36% of Total paid up capital. Intec Infonet Private Limited is not connected, directly or indirectly whatsoever with any activity of the Company. The Intec Infonet Private Limited is not having any direct or indirect control over decision making process of the Company.

In view of the explanations given by the Applicant and in consideration to conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 24th May 2019 have approved the Application for reclassification received by the Company as above from Promoter Group category to Public category subject to approval by the members of the Company and relevant regulatory authorities.

Further as per Rule 19A of the Securities Contract (Regulation) Rules, 1957, the Public Shareholding as on date of the notice fulfills the minimum Public Shareholding requirement of at-least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve the Compliance with the minimum Public Shareholding Requirement.

Your directors recommend passing of resolution as Special Resolution as set out in Item No. 7 of Notice of Annual General Meeting.

None of the Members of the Board, KMP's of the Company and their relatives is, in any way, concerned or interested, financially or otherwise.

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 Statutory Auditors viz. S. P. Chopra & Co., Chartered Accountants (Firm No. 000346N), 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, 2019.
13. The Board of Director has not recommended any dividend for the Financial Year 2018-19 ended on 31st March 2019. The Company had not declared any dividend for the Financial Year 2017-18 ended on 31st March 2018.
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 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on Tuesday 25th September 2018 (date of last Annual General Meeting) 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.

To support the 'Green initiatives' the members who have not registered their e-mail address are requested to register the same with the company's R&TA/ DP for receiving all communication including Audited Financial Statements, Notices, Circulars, etc., from the Company electronically.



20. The Annual Report 2018-19, the Notice of the 25th 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 25th AGM and the **Intec Capital Limited** Annual Report 2018-19 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> <ul style="list-style-type: none"> 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. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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> <ul style="list-style-type: none"> 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.

- (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**
- (xx) 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.
- (xxi) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xxii) 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.
- (xxiii) 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.
- (xxiv) 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.
- (xxv) **The E-voting facility shall be available at the link www.evotingindia.com during the following voting period**

E-voting Details	Day and Date
Commencement of E-voting	Tuesday 24 th September, 2019
End of E-voting	Thursday 26 th September, 2019

- (xxvi) **E- Voting shall Commence on Tuesday, 24th September, 2019 at 10: a.m. and ends at 05:00 p.m. on Thursday, 26th September, 2019. E-voting shall not be allowed beyond 5.00 p.m. on Thursday, 26th September, 2019. 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 Friday 20th September, 2019.**
- (xxvii) 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.

By Order of the Board
For **Intec Capital Limited**

Puneet Sehgal
Company Secretary
ACS-12557



Intec Capital Limited

CIN – L74899DL1994PLC057410

Regd. Office: 708, Manjusha, 57 Nehru Place, New Delhi-110019

www.inteccapital.com | complianceofficer@inteccapital.com

PROXY FORM – Form No. MGT-11

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

25th Annual General Meeting – Friday 27th September 2019

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 / her
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 25th Annual General Meeting of the Company to be held on Friday 27th September 2019 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 Number	Type of Resolution (Ordinary or Special)	Number of Shares Held	Voting is Optional	
			For	AGAINST
			I/We assent to the Resolution	I/We dissent to the Resolution
Ordinary Business				
Item No. 1: Adoption of Audited Financial Statements Standalone of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Independent Auditor’s Report thereupon together with Adoption of Audited Financial Statements Consolidated of the Company for the financial year ended March 31, 2019 and Independent Auditor’s Report thereupon.	Ordinary			
Item No. 2: Re-appointment of a director in place of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
Special Business				
Item No. 3: Re-appointment of Mr. Sanjeev Goel, as Managing Director of the Company for a further period of five (5) Years staring from 1 st April 2020 till 31 st March 2025.	Ordinary			
Item No. 4: Approving the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. for Financial 2019–2020, 2020–2021 and 2021–2022.	Special			



Resolution Number	Type of Resolution (Ordinary or Special)	Number of Shares Held	Voting is Optional	
			For	AGAINST
			I/We assent to the Resolution	I/We dissent to the Resolution
Item No. 5: Regularization of re-appointment of Mr. Surender Kumar Goel (holding DIN 00963735), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.	Ordinary			
Item No. 6: Regularization of re-appointment of Mr. Rakesh Kumar Joshi (DIN 02410620), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.	Ordinary			
Item No. 7: Regularization of appointment of Ms. Kumud Gupta (DIN: 00294724) as Non-Executive Independent Director of the Company for a consecutive period of five (5) years.	Ordinary			
Item No. 8: Approval of Reclassification of Intec Infonet Private Limited, Promoter Company of the Company as non-promoter Company of the Company under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with circulars, notifications, rules and regulations as amended from time to time.	Ordinary			

Signed this day of 2019

Affix revenue
Stamp of not
less than Re.1

Signature of the member

Signature of the proxy holder(s)

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: 708, Manjusha, 57 Nehru Place, New Delhi-110019

ATTENDANCE SLIP

25th Annual General Meeting – Friday 27th September 2019

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

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Number of shares held

--	--	--	--	--	--	--	--

----- 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 25th Annual General Meeting of the Company at B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110019 on Friday 27th September 2019 at 11:15 AM 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 2019

Affix a
Re.1/- Revenue
Stamp

Signature of the member

Signature of the 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.



CIN – L74899DL1994PLC057410
 Regd. Office: 708, Manjusha, 57 Nehru Place, New Delhi-110019
 www.inteccapital.com | complianceofficer@inteccapital.com

Form No. MGT-12 BALLOT PAPER / POLLING PAPER

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

25 th Annual General Meeting – Friday 27 th September 2019		
1.	Name of the Members (IN BLOCK / CAPITAL LETTERS)	
2.	Postal address	
3.	DP-ID-Client / Client ID* / Registered Folio	
	*Applicable to investors holding shares in dematerialized form	
4.	No. of Ordinary Equity shares held	
5.	I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 25 th Annual General Meeting of the Company scheduled to be held on Friday 27 th September 2019 at 11:15 AM at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 and at any adjournment thereof, which is proposed to be placed for consideration of Members at the aforesaid Annual General meeting of the Company, by conveying my / or consent and / or dissent to the said Resolutions(s) in the by ticking mark at relevant box below.	

Resolution Number	Type of Resolution (Ordinary or Special)	Number of Shares Held	Voting is Optional	
			For I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
Ordinary Business				
Item No. 1: Adoption of Audited Financial Statements Standalone of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Independent Auditor’s Report thereupon together with Adoption of Audited Financial Statements Consolidated of the Company for the financial year ended March 31, 2019 and Independent Auditor’s Report thereupon	Ordinary			
Item No. 2: Re-appointment of a director in place of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
Special Business				
Item No. 3: Re-appointment of Mr. Sanjeev Goel (DIN: 00028702), as Managing Director of the Company for a further period of five (5) Years staring from 1 st April 2020 till 31 st March 2025.	Ordinary			
Item No. 4: Approving the Remuneration payable to Mr. Sanjeev Goel (DIN: 00028702), Managing Director for three (3) Financial Years i.e. for Financial 2019–2020, 2020–2021 and 2021–2022.	Special			

Resolution Number	Type of Resolution (Ordinary or Special)	Number of Shares Held	Voting is Optional	
			For I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
Item No. 5: Regularization of re-appointment of Mr. Surender Kumar Goel (holding DIN 00963735), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.	Ordinary			
Item No. 6: Regularization of re-appointment of Mr. Rakesh Kumar Joshi (DIN 02410620), as Non-Executive Independent Director of the Company who is re-appointed by Board of Directors for a consecutive period of five (5) years.	Ordinary			
Item No. 7: Regularization of appointment of Ms. Kumud Gupta (DIN: 00294724) as Non-Executive Independent Director of the Company for a consecutive period of five (5) years	Ordinary			
Item No. 8: Approval of Reclassification of Intec Infonet Private Limited, Promoter Company of the Company as non-promoter Company of the Company under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with circulars, notifications, rules and regulations as amended from time to time.	Special			

Place: New Delhi

Date:

(Signature of the shareholder/ proxy holder)

Note:

1. This Ballot paper is provided for the benefit of Members who do not have access to e-voting facility.
2. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with rule 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to ep-voting facility and / or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of the AGM for declaring the final result for each of the resolutions forming part of 25th AGM notice of the Company.
5. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
6. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.
7. Signature of shareholder/ proxy holder should be as per specimen Registered/ recorded with Company / Depository.
8. Any cutting/ overwriting on this polling paper should be signed by the shareholder/ Proxy holder.
9. Number of shares held will be reckoned as per records of the company as on record date Friday 20th September 2019.

Process and manner for Members opting to vote by using the Ballot Paper(s)

1. Please complete and sign the Ballot Paper (no other form or photocopy thereof is permitted) drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 25th AGM of the Company as scheduled on Friday 27th September 2019
2. The Scrutinizer viz. Krishna Kumar Sharma & Co, Company Secretaries, 108, Himalaya Palace, 65, Vijay Block, Laxmi Nagar, New Delhi-110092 is appointed by the Board of Directors of the Company.
3. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
5. The Votes should be cast in case of each resolution, either in favour or against by putting the tick (V) mark in the column provided in the Ballot.
6. A Member may request for a duplicate Ballot Paper, if so required. However, duly filled in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 6 above. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of the Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.inteccapital.com and on the website of the BSE within two days of the passing of the Resolutions at the AGM of the Company on Friday 27th September 2019, and communicated to the BSE Limited, where the shares of the Company are listed.

[illegible]



This image shows a full page of blank, lined paper. It features approximately 20 evenly spaced horizontal grey lines across its entire width, providing a guide for handwriting or typing. The background is a clean, solid white color.

