



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 25th Annual General Meeting of the members of **Intec Capital Limited** (the Company) held on Friday 27th September, 2019 at 11:15 AM at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110019.

Dear Sir,

1. *This revised scrutinizer's report is being issued because a promoter named INDIA BUSINESS EXCELLENCE FUND II was not categorized as promoter in previous scrutinizer report on remote evoting process dated 27/09/2019. INDIA BUSINESS EXCELLENCE FUND II was left out as promoter because in evoting detailed report downloaded from cdsi did mentioned that Substatus unavailable in EVS in respect of it. Therefore, it was not taken as promoter. However, the company confirmed that INDIA BUSINESS EXCELLENCE FUND II is promoter which was verified from annual report of the company. Therefore, in the light of above it is pertinent to revise scrutinizer report. The revision is required for resolution number 8 only as in this resolution voting by promoter and promoter group is to be disregarded. However, there is no impact on status of resolution being passed or not as reported in previous report dated 27/09/2019.*
2. 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 25th Annual General Meeting (AGM) of the members of the company held on Friday 27th September, 2019 at 11:15 AM at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110019.



3. 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 25th 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 25th 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 as amended from time to time, the remote e-voting opened at 10:00 AM on Tuesday 24th September, 2019 and remained open up to 5:00 PM on Monday 26th September, 2019.
4. The Equity shareholders holding shares as on 20th September, 2019, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 25th Annual general meeting of the company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on it. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses:

Witness No. 1	Witness No. 2
	
Mr Naveen Chandra PAN: AFNPN7606P	Mr Arun PAN: BWAPA5344Q

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.com/>) 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 (Standalone as well as Consolidated) 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.

Ordinary Resolution: To consider and adopt the Audited Financial Statements (Standalone as well as consolidated) 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705



Resolution-2: Ordinary Resolution

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 Resolution: To consider and approve 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

Resolution-3: Ordinary Resolution

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.

Ordinary Resolution: To consider and approve 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.



(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

Resolution-4: Special 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:

Special Resolution: To consider and approve 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995



(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

Resolution-5: Ordinary 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 Resolution: To consider and approve the 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

Resolution-6: Ordinary Resolution

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 Resolution: To consider and approve the 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705



Resolution-7: Ordinary Resolution

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 Resolution: To consider and approve the 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.

(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	28	1,57,78,950	99.99
Voting by ballot	31	14,53,809	100.00
Total	59	1,72,32,759	99.995

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

Resolution-8: Special Resolution

Item No.8 – Approval of Reclassification of Intec Infonet Private Limited, Promoter Company of the Company as non-promoter Company of the Company.

Special Resolution: To consider and approve the 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.



(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	22	41,22,057	99.97
Voting by ballot	30	38	100.00
Total	52	41,22,095	99.99

(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	03	1,323	0.01
Voting by ballot	NIL	NIL	NIL
Total	03	1,323	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	705

9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 25th 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: 04th October, 2019.