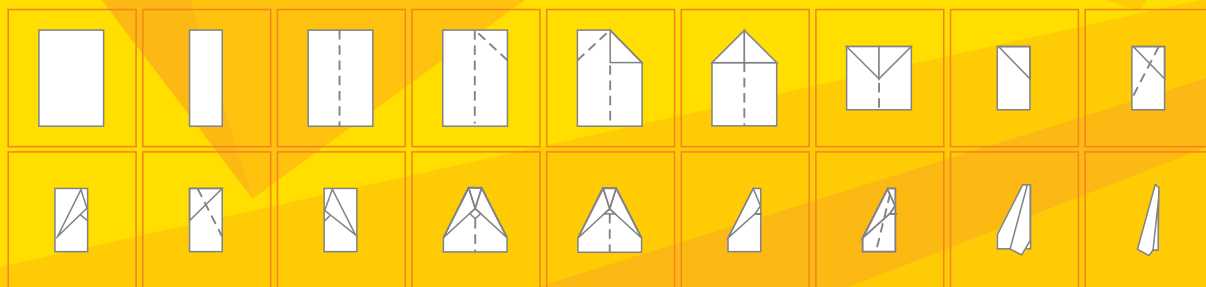




Evolve

The Winning Way!





Disclaimer

We have exercised utmost care in the preparation of this report. It contains forecasts and/or information relating to forecasts. Forecasts are based on facts, expectations, and/or past figures. As with all forward-looking statements, forecasts are connected with known and unknown uncertainties, which may mean the actual result deviate significantly from the forecast. Forecasts prepared by the third parties, or data or evaluations used by third parties and mentioned in this communication, may be inappropriate, incomplete, or falsified. We cannot assess whether information in this report has been taken from third parties, or these provide the basis of our own evaluations, such use is made known in this report. As a result of the above-mentioned circumstances, we can provide no warranty regarding the correctness, completeness, and up-to-date nature of information taken, and declared as being taken, from third parties, as well as for forward-looking statements, irrespective of whether these derive from third parties or ourselves. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

1

**INTEC
CAPITAL**

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**FINANCIAL
SECTION**

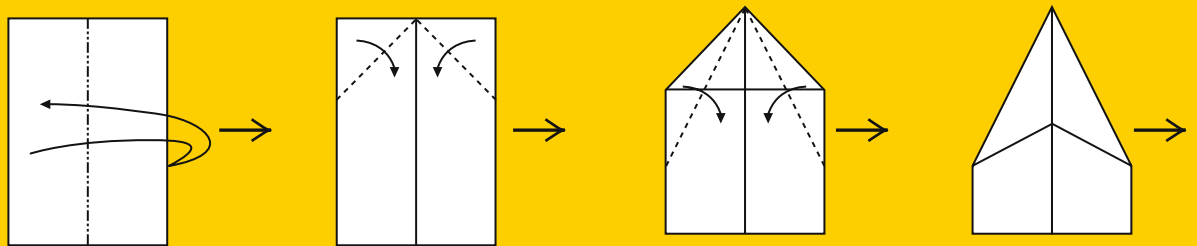
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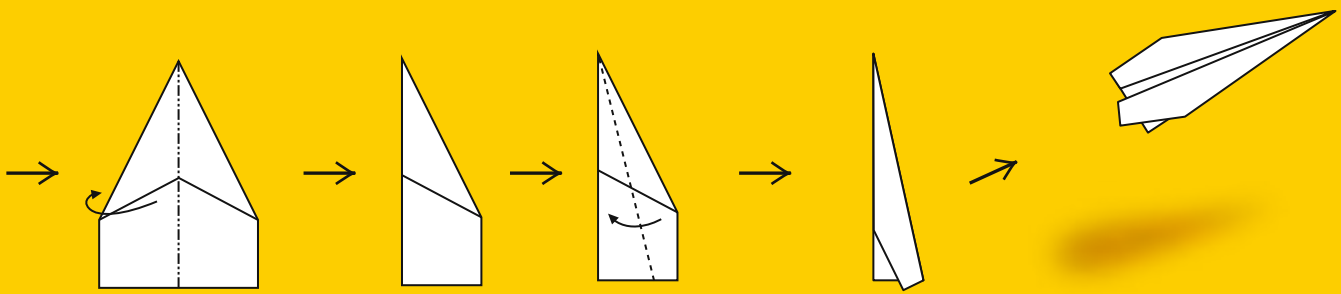
The path worth taking is wrought with challenges and difficult times.

It doesn't matter if you stumble. What matters is what you learn from the stumble and how you put that knowledge to use.

Only the naive would keep doing the same things and expect different results out of it. We, on the other hand, chose to understand, analyse and do something different.



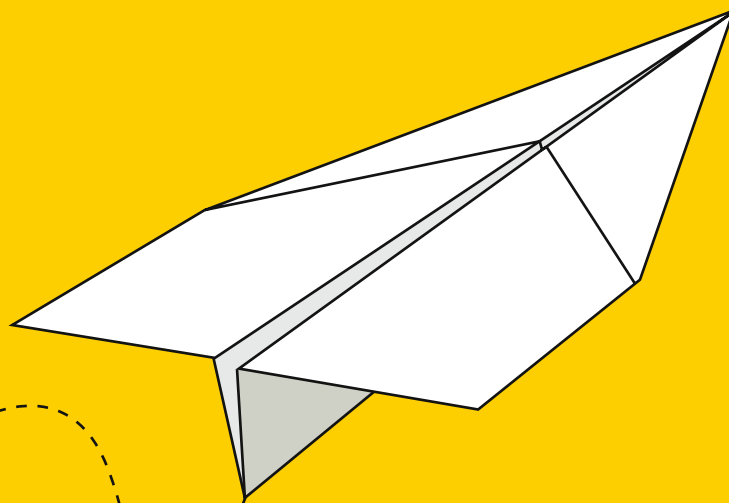
We chose



to evolve.

And by evolving, we found new solutions, got path breaking strategies and strode ahead to robust results.

While setting a blazing trail for our contemporaries to follow.



Diversifying Products

With the ever changing customer requirements, we now intend to introduce products which would suit the needs of various customers. The product introduced would have innovative methods of income assessment and would not resort to only conventional methods like balance sheet and profit and loss account. Intec, which began with machinery financing in various industries, is now both expanding and diversifying its product basket, thereby creating avenues to reach a wider market.



Integrating Technology

In order to further enhance our operational efficiency and reduce risks, Intec has integrated technology in all its centres, across the country. We are bringing about the changes at the core levels, with our collection team being given smartphones, helping them enhance their speed of response for greater efficiency levels.



Intec Capital

In order to evolve, our core mantra has been to get all the fundamentals right. Because for evolving as a whole, each and every facet of the business must evolve as well.

Hence at Intec, we are evolving by:



Expansive sectors

At Intec, we began our journey with financing machinery in certain particular sectors namely, auto and engineering, plastic and injection molding, paint and packaging, among others. Now we are diversifying into more industrial sectors like food processing and pharmaceuticals while also looking at the possibility of serving the trading and service sectors. With our existent large market presence in key sectors, and present diversifications, Intec is now prepared to address a larger SME base.



Expanding Geographies

What was once a primarily Delhi-NCR based company in the year 2008 has today created a pan India presence. From a single centre entity to a company present in 37 locations, all across India, Intec is steadily spreading its footprints in the different Indian states and solidifying its grip over the Indian market.



Diminishing Costs

Intec prides itself on its network with the best of banks which keep us constantly in the game. We are now reducing our cost of borrowing from the consortium of banks, which will in turn help us enhance our margin levels and earn better profits.



Introducing Retailisation

India is now rapidly entering a phase of massive entrepreneurship. Thanks to the popularity of the Make in India initiative, more and more people are inclined towards becoming entrepreneurs, thereby setting off a huge demand for small and moderate ticket sized loans. Hence, we are now looking at financing with ticket size of value lesser than ₹ 50 lakhs, as this segment seems to have a massive potential in the coming future. By reducing our loan ticket sizes, we will be able to successfully reach a wider spectrum of people and partner in the country's future growth.



Reducing TAT

When it comes to the NBFC segment, the speed of providing the finance to the consumer serves as a crucial benchmark. It is our responsibility to ensure that the customer gets the finance in a quick span of time. Hence we are taking measures to reduce the Turn Around Time (TAT) for loan approvals. This means, the credit appraisal process is faster with us and loan sanction is quicker too, as compared to other financial institutions.



More business partners

With a vision to become an all-integrated entity, Intec has been keen on widening its base with more partners in business. We are diversifying not only in some particular sectors, but are also trying to add more new sectors to our already expansive list. With our tie-ups with different business partners, Intec is at a better position to give our customers an all-around service. The widening of our business partners base has directly enhanced the sense of freedom among our customers.



Powering People

A business as people centric as ours requires a great team to carry on. We have restructured our HR system, integrated the best technology, added numerous highly efficient performers and successfully expanded our teams across the length and breadth of our country.



Efficient collection

As an NBFC, efficient collection system ensures an efficient running of the business. Hence, in order to reduce our delinquency levels, we have stepped up our collection levels with a larger collection team and regular follow-ups and reminders via emails and app messages.



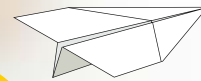
Multiplying Distribution

Intec sales teams are spreading all across the country, in various regions, thereby making it easier for us to tap into high demand zones. We have call centres across India to help our customers with their discerning needs. We carry out focused email and digital marketing campaigns, thereby keeping our customers informed about our newest offerings. All these have contributed in an escalation in the demands for our services.

The Result: We have not only sustained in a cut-throat competitive market, but have also flourished as one of the prime NBFC players in the country.

The Financial Strategists

We are a leading Non Banking Financial Company (NBFC) with a focused strategy.



In brief

- Amongst the leading NBFCs in machinery financing with a large market share in Northern India and a growing presence in other parts of the country
- Sound business model helped deliver profitability
- Committed to further strengthening our capital base and offering more financial products

Intec Capital is a leading NBFC in the SME space. Our business encompasses financial assistance to SMEs present in core sectors like Automotive, Engineering, Printing & Packaging, Plastic, Pharmaceuticals and Food Processing, amongst other sectors.

We started our journey as a dedicated NBFC player for machinery financing, soon emerging as the most preferred and trusted player in the segment. Led by our dynamic founder and managing director, Mr. Sanjeev Goel, today we hold a prominent market share in our industry space.

Having established a strong foundation and a credible reputation in the Northern part of the

country, we have spread our wings in the other parts of India which have a large SME presence. Backed by a strong credit policy framework and adequate capital base, we have, over the years, ensured sustainable profit generation and return on equity for our stakeholders.

By understanding what's most important to our customers, we are able to deliver the right financial assistance at the right point of time. We are continuously adapting to the changing regulatory benchmarks, strengthening our capital reserves and diversifying our product basket to achieve the next level of growth.

The Value Sustainers

Intec Capital is an integral part of the country's financial system, and provides high-quality lending to a broad SME customer base. Unpredictable macro-economic conditions, regulatory changes, technological developments and increased competitiveness may be challenging the NBFC sector today, but they are creating opportunities as well. And Intec, by way of its superior services, stands out as the creator of sustainable value.



Vision

To be the most preferred financial service provider to every Indian entrepreneur.



Core Values

- Integrity
- Customer satisfaction
- Respect for people
- Stakeholder value enhancement
- Building relationships
- Nurturing Entrepreneurship
- Passion for excellence



Strategy

To evolve and transform our offerings to emerge as a trusted full-service financial service provider.

This would be supported by:

- Moving closer to customers
- Introducing new financial products
- Strengthening our credit policy framework
- Having a technologically integrated and risk free collection system
- Strengthening the relationships with Business Partners
- Reducing cost of borrowings



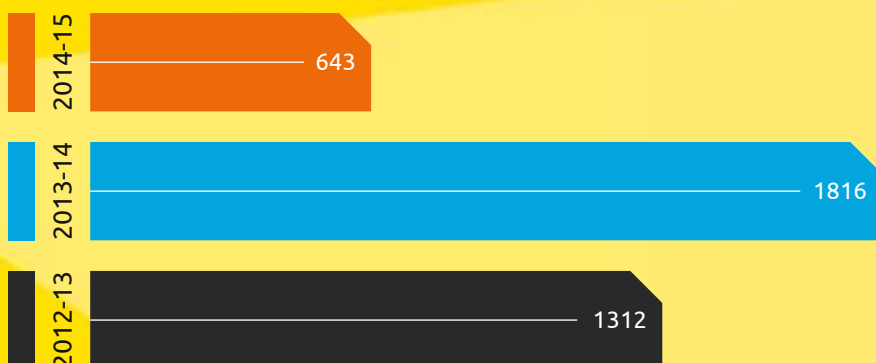
2014-15 results

- Sustainable profits
- Reduced average cost of borrowings
- Increased financial liquidity
- Expanded branch network
- Proposed dividend of ₹ 0.50 per share

Key Financial Figures

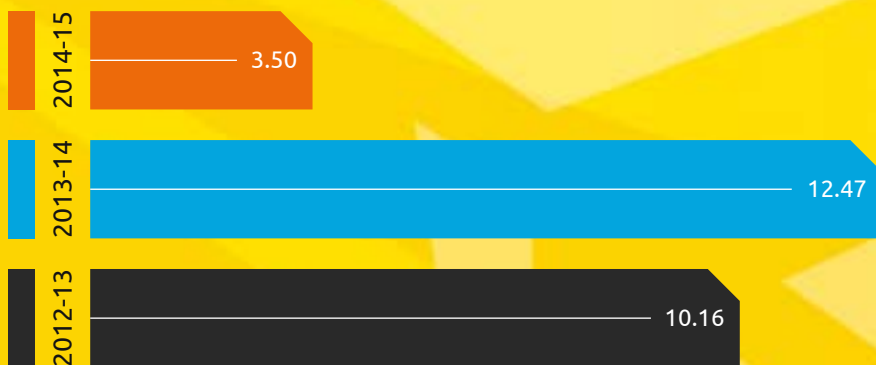
Profit after tax

(₹ in Lakhs)



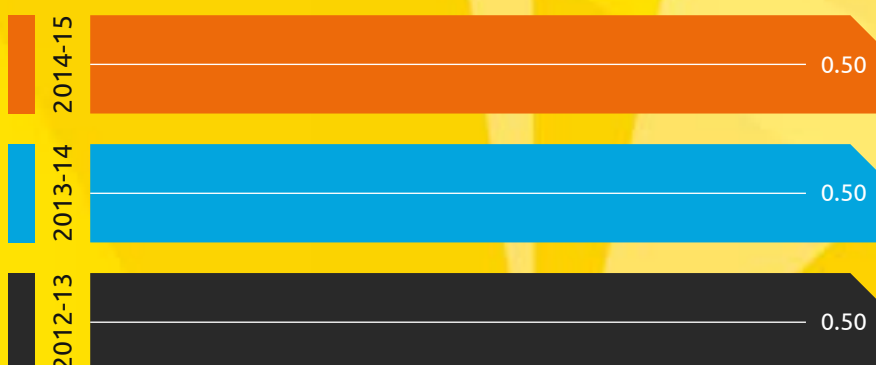
Earnings per share

(₹)



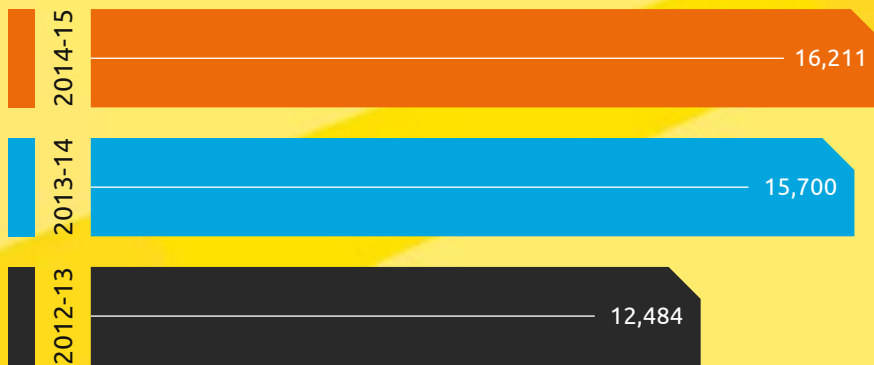
Dividend per share

(₹)



Equity Capital

(₹ in Lakhs)

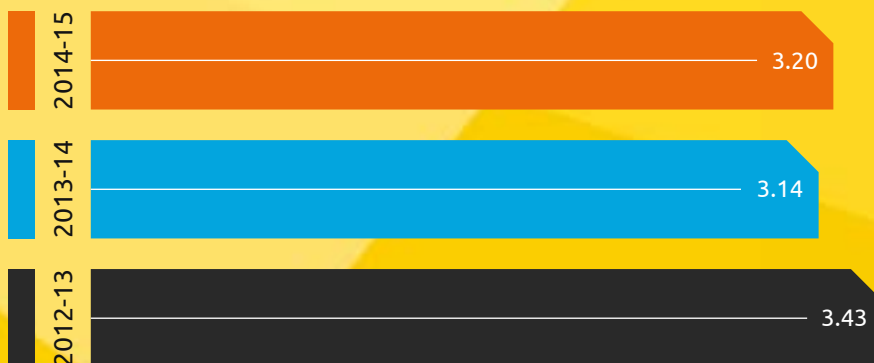


Assets under management

(₹ in Lakhs)



Debt-Equity





Message from the Managing Director



Dear Shareholders,

In the last two years, the SME sector had gone through some testing times. And yet, your company has remained profitable.

I remain hopeful as we have been through recessions twice before and each time we have emerged stronger. We learnt our best lessons from such difficult times, and hence are today in a position to truly evolve and grow. Our company is becoming bigger each day, and I am confident of not only the potential of the SME segment but also of our capability to serve this segment.

I believe there are several reasons to be optimistic. The economy today is much better than what it was a year ago. The present government has taken a lot of measures towards improving the business sentiments and removing the hurdles in the economic growth. Also, the declining commodity prices, especially that of crude, will further strengthen our macroeconomic fundamentals. It will also help in reducing inflation and drive the interest cost down and improve the profitability of business entities as well.

At this exciting juncture, Intec is positioned to partner the country's next phase of economic growth. **The government's focus on 'Make in India' is expected to play a key role in pushing the country from being a consumer driven economy to a manufacturing driven one in the near future.** Intec was conceptualised two decades ago with the same intent – to drive the entrepreneurial spirit in the country. We have encouraged the SMEs with ease of financing across diverse manufacturing sectors, helping them partner with the bigger manufacturing players.

Our endeavor is to tie up with more and more machinery manufacturers so that we are able to service maximum number of SME customers. In fact, this year, the pick-up in the manufacturing sector was more conservative than expected. Hence, we are looking forward to the several reforms that are yet to be executed at ground level, which will push the SME sector growth. In FY 2014-15, the automotive and engineering

31

New branches opened
in 2014-15

643

Profit after tax for 2014-15
(₹ in Lakhs)





Message from
the Managing Director



sector performances left a lot to be desired, which impacted the SMEs as well. On our part, we have integrated technologies in our operations which have helped us enhance our competencies to the maximum. Our company also helps in generating employment as well, since each machine we finance requires an operator to operate the machine. With these changes in place, we'd be in a better position to combat the downtrend in core sectors which had been directly impacting our organisational growth.

In our roadmap for future growth, we took some key measures that would help us be resilient during tough external environments. Last year we opened up 31 new branches, taking our presence to newer geographies.

We restructured and revised our credit policy to de-risk ourselves from any financial losses in the future. The new credit policy is extensive, taking into account several factors of credit assessment while appraising a borrower's financial requirement. In addition, it also ensures we substantially reduce our turnaround time for loan disbursement.

The new credit policy also aligns perfectly to our strategic shift towards 'retailisation' of disbursement. Over the years, we were largely concentrated to limited sectors with machinery financing as our primary product line. We see opportunity in growing demand for small financial requirements by SMEs today. We are readily adapting to this 'retailisation' concept. This brings a two-fold benefit to us – expanding our reach to more customer bases and a reduced risk profile with smaller disbursement profile. In addition, the 'retailisation' allows us to diversify our product profile. With higher margins and low risks, we are looking at expanding this segment in the near future. We have also introduced financial products customised for school development and women entrepreneurs.

These new products and services can only be leveraged if backed by an advanced technology. We have over the years invested in our technology infrastructure to ensure we achieve efficiency in our operations. We continue to introduce new technological innovations across our operational verticals that would not only help optimising costs but also ensure quicker turnaround time in each business enabling activity.

Our pursuit towards growth is backed by substantial liquidity position. We continue to be a trusted NBFC in our segment, reflected by a growing banking consortium year on year as our financial partners. Our partners provide us adequate financial support at regular intervals, trusting in our capabilities. During the year under review, we successfully completed our NCD subscription by FMO, Netherlands to the tune of ₹ 50 crore. This was in addition to regular financial support we drew from our financial partners.

To strike a balance in our borrowings and AUMs, we realised we had to step up our collections by a large extent and keep our delinquency levels in control. We expanded our collections team with more manpower. In addition we also set up dedicated call centre for regular reminders to our borrowers. We also created a separate in-house legal team to take care of delinquent cases and keep NPA levels within limits.

We believe in consistently preparing for the future. Hence, we review our talent pool and regularly look into the manpower requirements. Going ahead, we endeavour to empower our people skills, thereby helping them partner in the growth of the organization.

We respect our obligations to all our participants and as responsible corporate citizens we pay special importance to our human resources and see them as a key

benefactor of our future. We intend to issue ESOPs to our team and senior level employees who have been associated with the company for a long time.

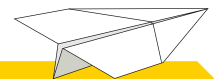
As a responsible corporate, we continue to contribute to the social and economic development of the communities that we operate in. With activities covering across various socio-economic fields, we shall continue to partner in creating a better world.

In the end, what is important is to realize that each year

is different than the last year, just as each decade is different than the previous. It is the capability to continuously adapt, evolve and perform, that separates a successful organization from the rest.

On behalf of Intec and the Board of Directors, I would hereby like to extend my respect and gratitude to our shareholders, our team, our customers and business partners who have always been on our side and have placed their trust in us.

Regards
Sanjeev Goel
Managing Director



We expanded our collections team with more manpower. In addition we also set up dedicated call centre for regular reminders to our borrowers. We also created a separate in-house legal team to take care of delinquent cases and keep NPA levels within limits.



Evolve. As a true financial partner in a changing world

For an SME player it's been never easy to start a entrepreneurial journey.

At Intec, we bridge the gap between their aspirations and reality with ease of financing.



India today stands at a threshold of an exciting road ahead in coming years. We at Intec foresee the passion in the youth of the country and the burning entrepreneurial spirit in many. Businesses with asset-light model are beginning to capture the interest of the investors.

At Intec, we introduced a new business strategy called 'Retalisation' to drive our future prospects. Understanding that an entrepreneur could need as small as ₹ 10 lakhs, we pushed ourselves to tap this emerging opportunity area. Today our disbursements range from a minimum of ₹ 10 lakhs thereby covering the cross-section of country's emerging entrepreneurs. To ensure our widened reach we have created a dedicated team of 'Feet on ground' who regularly visit the SMEs, analyse and suggest improved business performance.

This thought-driven strategy would benefit us in a multiple ways – one, it would help us expand our presence across the country in a short-time with the ease of accessibility of reduced ticket price. Two, it would reduce our risk levels with wider customer base and distributed risk.

Transformation snapshot

20%

Share of revenue of our business from disbursements upto ₹ 50 lakhs in 2010-11

53%

Share of revenue of our business from disbursements upto ₹ 50 lakhs in 2014-15

₹ 93 Lakhs

Average ticket size of loans in 2010-11

₹ 30 Lakhs

Average ticket size of loans in 2014-15



Evolve. Into an innovator of advanced financial solutions

Improvisation and innovation are of prime importance in today's dynamic external environment. Hence at Intec, we have widened our product offerings across the SME financing spectrum.



The macro-economy and regulatory changes continue to challenge the NBFC sector while creating new opportunities as well. Witnessing the accelerated changes in consumer behaviour, we have identified new revenue sources and are strategising innovatively for the future.

The development of new products for different financial solutions, for different industries in the SME market gained momentum in the current fiscal. We also introduced funding options for education sector, beginning with the primary and secondary schools segments. In machinery financing, we are looking at new sectors apart from the existing ones. We are constantly adding new vendors across various sectors, thereby ensuring a wider choice for the borrowers.

We took a conscious step towards discontinuing certain products and are working on new products, specific to the SME segment we work with. Our dedicated team of new product development is expected to roll out new products in the coming months, catering to a wider SME customer base.

Transformation snapshot

22

Banks as financial partners as on 31st March, 2015

15+

New products and service offerings to be launched in 2015-16

17%

5-year CAGR growth in AUMs leading to 2014-15

3%

5-year CAGR growth in disbursements leading to 2014-15



Evolve. Into a re-shaper of credit policy framework

With changing restrictions and regulations by the policymakers, we believe a structured credit policy is imperative for a sustainable organisation.

In 2014-15, we took a major step to reshape our credit placement policy by considering the economic circumstances into account, along with the recent regulatory changes. We redefined our credit process, reviewing it in detail and made necessary improvements.

We rolled out a new Credit Policy in order to maintain and enhance the quality of credit allocation. The new policy takes into account a more detailed analysis of credit applications for specific segments. With our new strategy of 'retailisation' and lower average ticket loan, the new Credit Policy provides us a dual advantage – faster disbursement of credit to the borrower and adequate cushion against any delinquency with minimal risk.

We are now able to monitor and assess the borrower's profile in a healthier, effective and efficient manner. A defined statistical model will help improve the applications of the borrowers and create a robust risk measurement and risk management operational infrastructure.



Transformation snapshot

12

Number of Intec branches as on 31st March, 2011

48

Number of Intec branches as on 31st March, 2015



1

Credit management

Overview

Credit management represents a significant business driver for the company, providing substantial information on the Intec's risk levels when it comes to loans and advances to customers, together with the collateral held. The customer base of the Company, largely comprising emerging entrepreneurs, forms a critical part of the overall business model. Ensuring the sustainability and credibility of the borrower holds relevance for the future of the Company.

As a part of risk management, we re-structured and created a new Credit Policy to align with our business strategies. The team identifies and understands the requirement of the borrower, thereby appraising the finance need based on the credit framework.

During the year under review, we took some steps in the right direction to further strengthen our credit framework:

- Prepared a new Credit Policy, customising it to our business model and strategies
- De-risking our self from risks arising from large ticket credit, we are now striking a right balance with increasing portfolio of small ticket loans as well

- We launched several new surrogate financial products for our existing portfolio
- Conducted training of team members for enhancing their knowledge on new vendors and new machines added to our portfolio
- Identified new credit assessment criteria like Average Bank balance, Fixed Obligation to Income Ratio and Liquid Income assessment
- Aligned the disbursement process and appraisals with focus on machine types rather than on vendor categories

Road ahead

With the new Credit Policy in place, we expect to leverage our operational strengths and maximise the disbursements with minimal risks. The new policy helps formulate and analyse procedures to evaluate, address and monitor risks. The revised risk framework would support the business growth with better asset quality levels. We are strengthening our post disbursement appraisal methodologies to further reduce scope of delinquency.

1994

Incorporation of the company

1995

Broadening the ownership

2

Collections management

Overview

While risk governance aligns closely with the business ideologies, the collections management team provide sustainability to our business. The team works to ensure regular cash flows and collections to minimise debts levels.

We further strengthened our collection team with enhanced training backed by code of conduct. With weak economic market sentiments we segregated the receivables on their age, supported by respective collection team.

For the year 2014-15, the team took the following initiatives to further improve the collections:

- Expanded our team size with more recruits for efficient collection
- Streamlined our collection process with a more professional approach
- Created a separate legal team to recover NPAs and minimise write-offs
- Mobilised maximum 98% collections through banking and allied services, reducing any risk of cash handling and movement and pilferage arising therefrom

- Set-up a dedicated call centre to regularly remind customers about outstanding payments

- The legal team made significant strides for delinquent cases for recovery of dues

- Ensured prompt filing and follow up cases to ensure early resolution

Road ahead

With our experience and expertise, we are confident of reducing our visits for recovery and ensuring sustained recovery at defined time intervals. This would not only help in smooth business operations but also increase our operational margin level. We further plan to reduce the turnaround time with industry best practices. The dedicated call centre will help in timely follow up and create awareness in the minds of the borrowers.

2000

Focus on SME Asset Funding

2003

Dominant market player in funding in DG sets

3

Treasury management

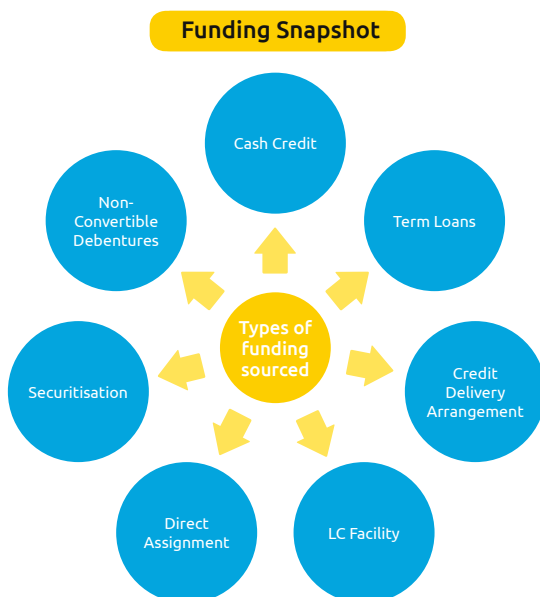
Overview

Our objective is to fund our activities in a sustainable, diversified, efficient and flexible manner, underpinned by strong counterparty relationships within prudential limits and requirements. The objective is not only to maintain natural market share of transactional accounts and balances, but also to outperform at the margin, which will provide us with a natural liquidity buffer.

The department is responsible for management of the liquidity and funding position. There is defined management approach which starts with weekly (operational liquidity) managing the payments queue, forecasting cash flows and factoring in our access to banking consortium. It then covers tactical liquidity risk management dealing with access to secured funding sources. Finally, the strategic perspective comprises the maturity profile of all assets and liabilities (Funding Matrix) and our issuance strategy.

During the year, the treasury team managed the sensitivity of our capital ratios to best possible extent with the following initiatives:

- Crossed the benchmark of ₹ 500 crore of borrowings till date
- Successfully completed the funding of Non-Convertible Debentures (NCD) to the tune of ₹ 50 crore by FMO, Netherlands
- The sourcing through NCDs helped improve our credit rating as well reduce the overall cost of borrowing
- Completed fresh funding of term loans from multiple banks to increase our overall liquidity reserves
- Reduced our average cost of borrowings by approximately 75 bps
- Diligently prepaid the previous loans, de-stressing our balance sheet adequately
- Added new banks to our bankers consortium, taking the total portfolio to 22 banks
- Maintained our track record of timely payment to our finance partners
- Sustained the Capital Adequacy Ratio at respectable levels



Road ahead

The treasury team has an overarching responsibility of managing our liquidity within mandates established by the Board of Directors and prescribed regulatory authorities. With a credible performance in the year that went by, the team endeavours to further reduce the cost of borrowings in the coming months. This shall be complemented by looking at new financial and arbitrage products as mode of funding. The team plans to further enhance the liquidity reserves for proposed business strategies.

4

Branding and Business Development

Overview

The Intec brand has a strong foundation based on Speed of service and Customisation of offerings as per Customer Requirements.

We think that Customer value, together with innovative products, trust and a positive brand image, will be the basis on which customers will choose our products and services to meet their financial needs.

We work towards reaching out to our customers directly and also through closer working with various machine manufacturers to provide finance facilities to their captive customer base. In this endeavor we have also added new manufacturers to our portfolio of existing industrial sectors that we serve.

As a part of brand strategy, we participated in several industrial fairs (like AMTEX and IMTEX) helping us reach out to the customers and enhancing our brand recall. In the new geographies that we set our presence in the last fiscal, we leveraged our brand to reach out to a larger SME base.

As a regular business development activity, we leveraged our brand through advertising in trade

publications to further enhance our visibility.

In order to capitalise on the growing relevance of digital and social media, we are on course to strengthen our brand presence on these platforms as well.

The key initiatives during the year include:

- Strengthening the relationship with vendors across product segments
- Added more than 30+ vendors across the products segments
- Participation in seminars and fairs to showcase the strengths
- Initiated forays into Digital Marketing initiatives for effective business generation

Road ahead

We expect to promote our brand through trade magazines and other event platforms. With new financial products and services to be launched soon, the overall brand strategy would complement the future ambitions of the company. The digital marketing space would not be just used as a medium of marketing but as a business generation platform as well.

2005

Machinery manufacturer-oriented business strategy / tie-up with machine manufacturers

2008

Reincarnation of the Company /blueprint to grow

5

Human resource

Overview

The success of our business and satisfaction of our customers is largely based on our team of satisfied employees. We work responsibly towards building an engaging team of performers. Among the many factors of our long-term success, competence and leadership of our team members are important attributes. We continued to attract, develop and retain the best talent covering significant ground to emerge as a preferred company to work with.

We made significant grounds in areas of talent development, leadership programmes and recruitment space. Some of the key initiatives during the year were:

- Strengthened our leadership team across various operations with the appointment of various departmental heads
- Embedded a culture of ownership by delegating authorities at various levels
- Bringing transparency in performance management and reward programs
- Engineered high performance culture in the organization by appraising, recognizing and incentivizing on monthly basis

- Redefined talent acquisition strategy and approach for fast qualitative hiring
- To improve the productivity of the human capital, Intec has decentralized induction and technical training programs to reduce the time to market our products by new joiners in the core business teams
- Conducted various employee engagement activities to boost the employee morale
- Successfully organized annual offsite meet at Agra to enhance intra-organizational bonding

Road ahead

We are committed to supporting all our employees, regardless of religion, ethnicity or race. We shall continue to focus on performance management and retaining the best talent to ensure sustained growth. Understanding the people importance, we shall continue to strengthen the team and enhance productivity levels.

2009

Cumulative disbursement of ₹ 500 crore

2011

Recognised as NBFC ND-SI/ First-off balance sheet funding

6

Information technology

Overview

Our information and technology framework has been integrated to our various operations. The technology infrastructure is regularly reviewed to ensure alignment with changing business models and technology landscapes.

We have invested regularly in upgrading our infrastructure processes to ensure speed and accuracy in our functions. With the increasing volumes, processes and expansion of branch network, the information technology system has been customized to ensure streamlined operations.

During the year under review, there were some important steps taken to further strengthen the company's infrastructure:

- Set-up a separate MIS system for various functionalities
- Procured a Business intelligence (BI) tool

- Installed an analytical tool with various qualitative and informative functions
- Integrated the new Credit policy into the technology platform
- Strengthened the data security functions

Road ahead

The Company will also focus on training all the employees via latest software upgradations to reduce the turnaround time. The legal team and the framework of deliverables and internal monitoring is going to be integrated into a technological platform for which the procurement is already done. A dedicated platform for employee self service is also expected to be launched soon. The mobile application for the sales and collection team shall also be made live soon to ensure updating of records and information on real-time basis.

2012

Honoured as the leading NBFC in SME Finance by SME Chamber of India

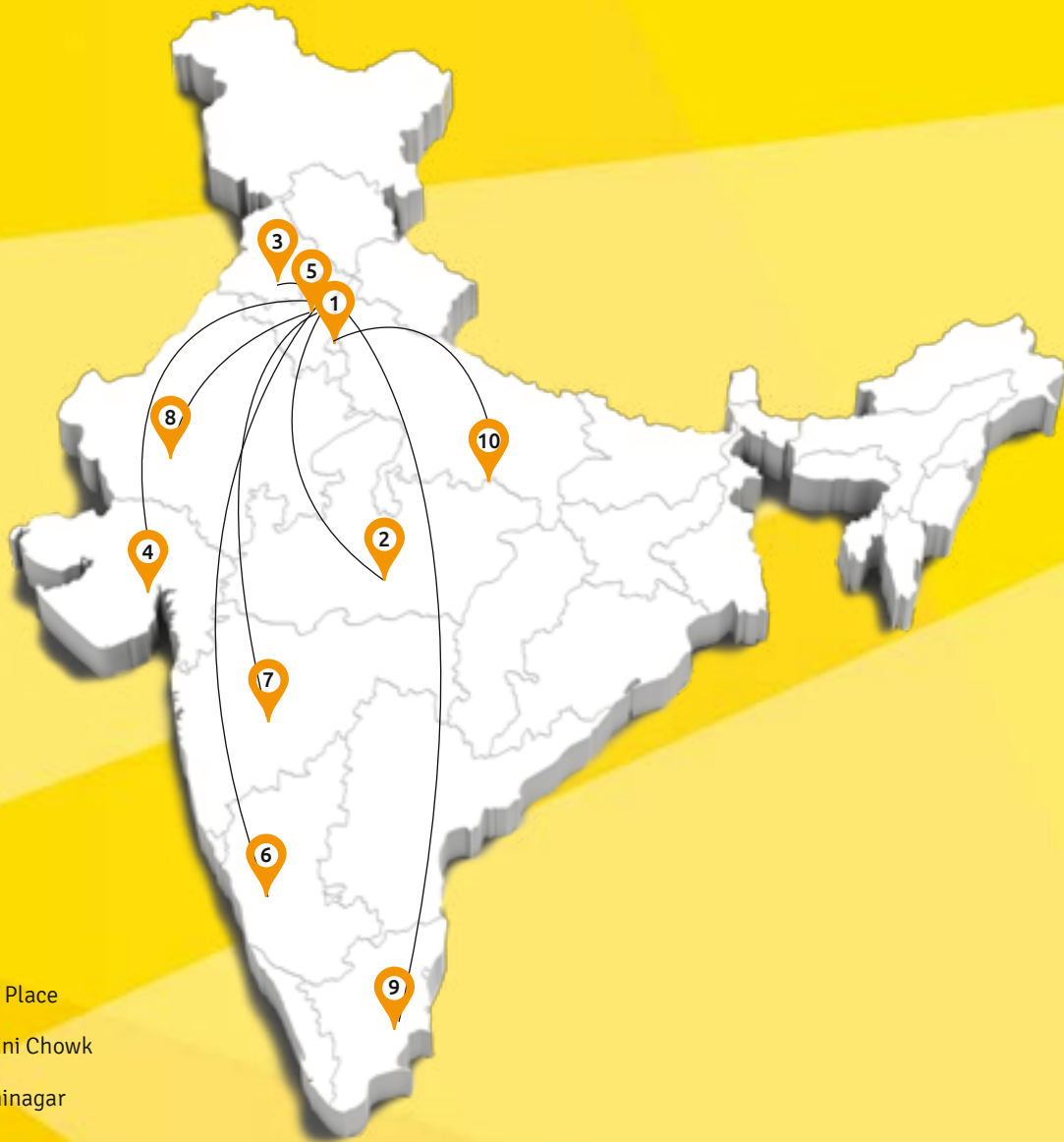
2013

Infusion of Private Equity by IBEF II and IBEF II A

2014

Recognised as an 'Asset Finance Company' by the Reserve Bank of India.
Recognised as the "Best NBFC" by India SME Forum Assets under management crossed ₹1000 crore

Our Presence



1 Delhi

Nehru Place
Chandni Chowk
Gandhinagar
Pitampura

2 Madhya Pradesh

Indore
Bhopal

3 Punjab

Patiala
Ludhiana
Jalandhar
Chandigarh

4 Gujarat

Ahmedabad
Bharuch
Valsad
Mehsana
Vadodara
Jamnagar
Rajkot
Vapi
Anand
Surat
Chatrral

5 Haryana

Faridabad
Palwal
Panipat
Rohtak
Gurgaon
Bhiwadi
Ambala

6 Karnataka

Bangaluru
Bommasandra

7 Maharashtra

Pune
Ahmednagar
Nasik
Aurangabad
Mulund
Borivali (W)
Kolhapur

8 Rajasthan

Jodhpur
Udaipur
Jaipur

9 Tamil Nadu

Chennai
Coimbatore
Poonamallie

10 Uttar Pradesh

Ghaziabad
Noida

Board of Directors



Sanjeev Goel



Vishal Gupta



Rakesh Kumar Joshi



S K Goel



Praveen Sethia



Y L Madan



Dhruv Prakash



Ritika Goel



To know more about our Board of Directors, scan the above QR code with your smartphone

Annexure - I to Director's Report

Management Discussion & Analysis

Global economy

The global economy in 2014 witnessed divergent trends of growth in major economies. Declining oil prices put major oil-producing countries to stress - muting the overall growth. Quick adjustments in exchange rates (with appreciation of US dollar and weakening of other currencies) and rapidly declining oil prices became the two primary economic factors at play. Along with this, the increased geopolitical uncertainty surrounding Greece and other European regions and conflicts arising from the Russia-Ukraine and Middle East dampened the global growth as well. On a yearly basis, the global growth was 3.3% in 2014 (same as 2013), and is expected to grow to 3.5% in 2015.

Global economy growth at a glance (%)

	2013	2014	2015 E
World output	3.3	3.3	3.5
Advanced economies	1.3	1.8	2.4
Emerging and developing economies	4.7	4.4	4.3

(Source: International Monetary Fund, January 2015)

Indian economy

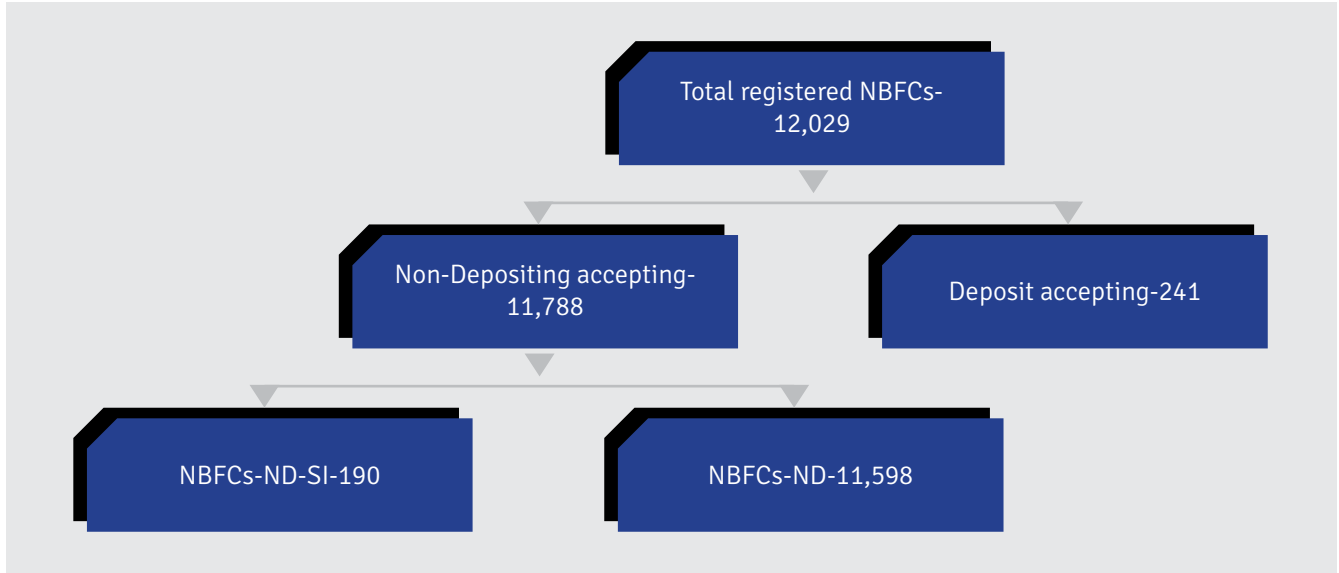
The Indian economy witnessed a positive start in the FY 2014-15. This significant improvement in market and business sentiment can be attributed to the 'General Elections in May 2014'. Moving ahead, a supportive global commodity price environment along with gradual improvement in governance resulted in moderate increase in economic output. As per the new revamped series (with FY 2011-12 as the base year), GDP growth for FY 2014-15 rose to 7.3% from 6.9% in FY 2013-14. Inflation, measured by Consumer Price Index (CPI), was also recalibrated to new base year fiscal 2012, from the earlier base year of 2010. It eased to 5.4% in March 2015 from 8.4% in March 2014.

Industry overview

NBFCs continue to play a pivotal role in fuelling growth and entrepreneurship in the country. As banking penetration continues to be below par, the coverage with new schemes (like Pradhan Mantri Jan Dhan Yojana) is still far from satisfactory. In this scenario, the NBFCs have played a crucial role in promoting entrepreneurial spirit, now proudly known as 'Make in India'. Various NBFCs, catering to diverse sector needs, continue to address the debt requirements, thereby partnering in their growth and contributing to the economy. Once fragmented and unorganised, today the NBFC sector is largely organised, with dedicated and specific NBFCs formed for specific sectors.

The sector continues to emerge as a preferred alternative to mainstream banking, making significant strides towards the objective of financial inclusion. The sector has witnessed remarkable growth in recent times, adapting to the changes and requirements of the dynamic financial system of the country. The global economic scenario did bring regulatory changes for the sector in regards to operations, governance, liquidity management and linkage to the banking system. The Reserve Bank of India released the 'Revised Regulatory Framework for NBFCs' on November 10, 2014 which broadly focuses on strengthening the structural profile of NBFC sector, wherein focus is more on safeguarding of the depositors money and regulating the NBFCs which have increased their asset-size over time and gained systemic importance.

Broad NBFCs categories

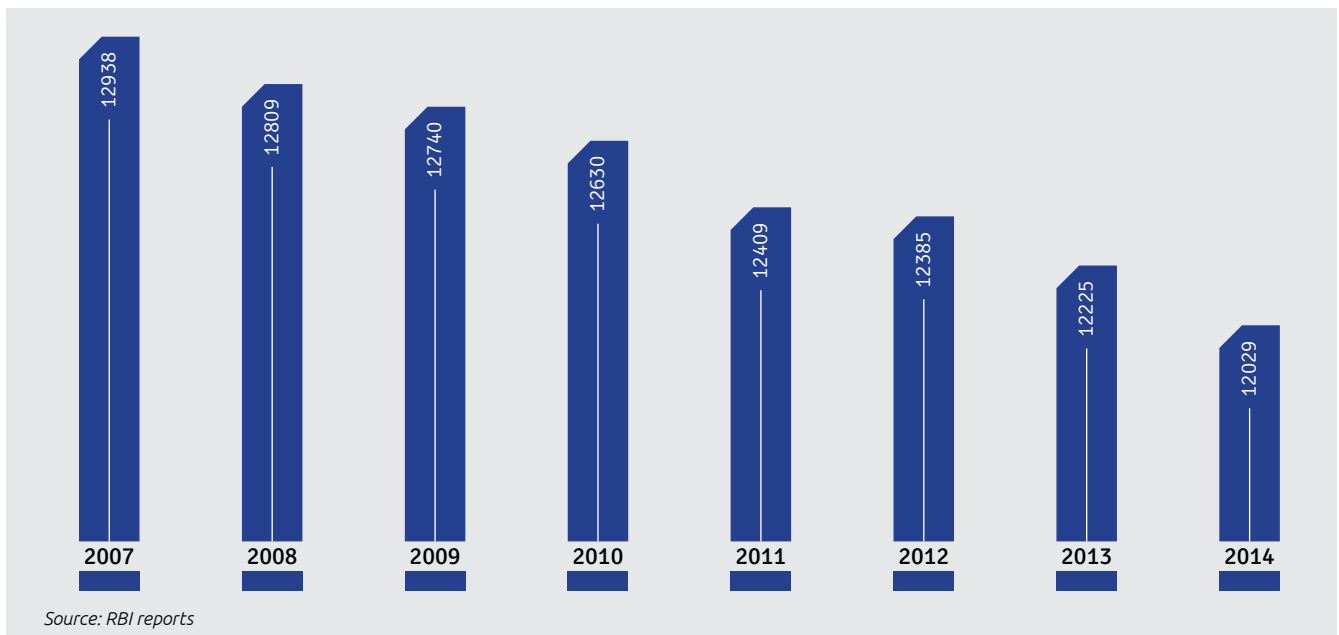


(Source: Deputy Governor, RBI; PWC Report, Jan 2015)

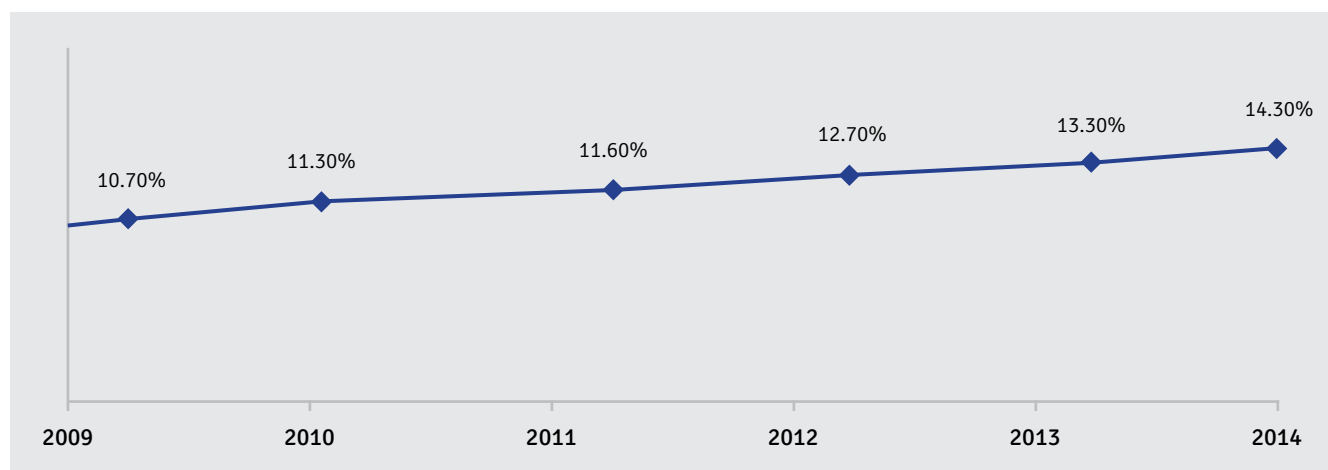
Size of the sector

The NBFC sector in India has undergone transformation in the past few years and has emerged as a recognised and systematic component of the Indian financial system. The NBFC segment has witnessed consolidation over the recent past (especially in the NBFC-ND-SI segment) as indicated by the total number of registered NBFCs with the RBI, witnessing a consistent year on year decline against the overall growth in their assets over the same period. NBFCs have steadily grown in number and market share, indicating the success of their business models and the opportunities/potential in their target markets. The share of NBFCs has steadily grown from 10.7% of banking assets in 2009 to 14.3% of banking assets in 2014, thus gaining systemic importance.

Number of NBFCs registered with RBI



Proportion of NBFC assets to Bank assets

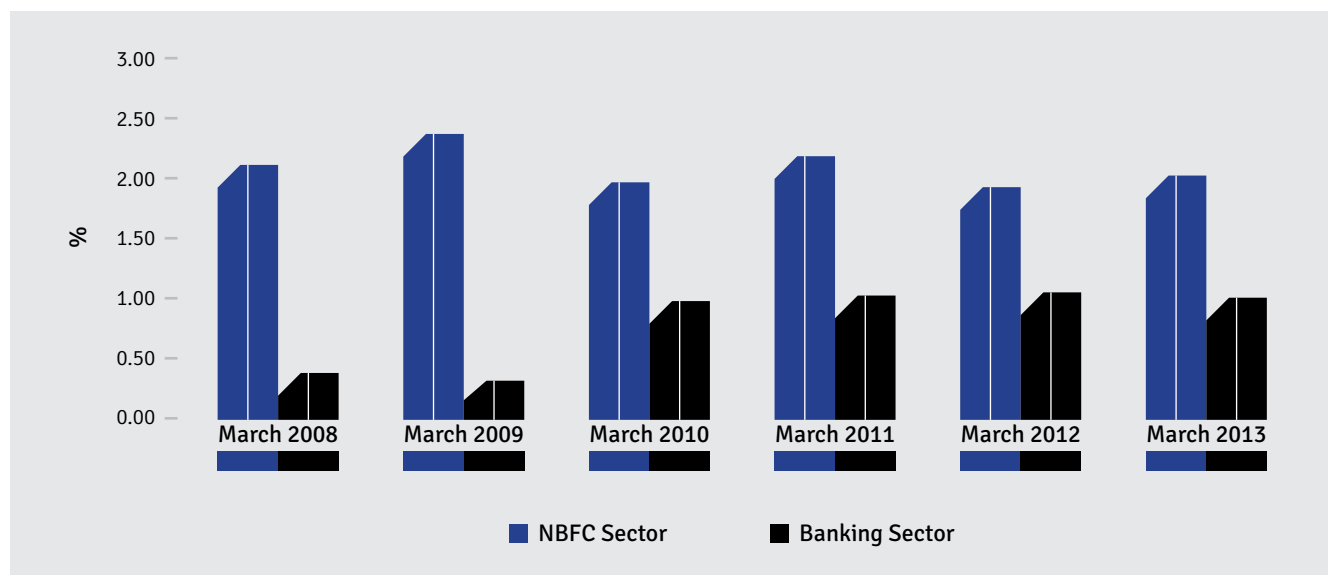


(Source: RBI Reports, CARE ratings report on NBFC sector)

Profitability

Return on Assets of NBFCs-ND-SI has shown stability, with figures ranging around 2% since 2008. The Return on Assets for NBFCs is typically higher than that for banks on account of lower operating costs and lack of statutory requirements like Statutory Liquidity Ratio and Cash Reserve Ratio. The graph below shows the profitability of NBFCs vis-à-vis banks.

Figure 7: Trends in Returns in on Assets - NBSCs vis-a-vis Banks



Revised regulatory framework

On November 10, 2014, RBI released the revised regulatory framework which is centred on the following objectives:

- Harmonising and simplifying regulations to make compliance easier
- Focussing on activity based regulation without impeding those segments within the sector which do not pose any significant risks to the wider financial system

- Addressing risks and regulatory gaps wherever they exist;
- Strengthening the governance and disclosure standards

The revised regulatory framework is applicable to all NBFCs except the NBFCs registered as primary dealers. With respect to Microfinance NBFCs and CICs, their extant regulations shall prevail wherever they are in conflict with the revised regulations. Under the revised regulatory framework, it has been stated that all NBFCs need to comply with the

revised prudential norms, if applicable, in a phased manner in accordance with the prescribed timelines. In line with its commitment made when releasing the draft guidelines in December 2012, the RBI has ensured that almost all regulatory changes are implemented in a phased manner so that there are no sudden disruptions to business.

Road ahead

NBFCs continue to be an integral part of the country's financial service ecosystem. The recent activity based regulatory norms are likely to further rationalise the cost of compliances and create better governance norms. NBFCs, by virtue of their business focus, are well positioned to build profitable businesses in the priority sector borrower segment. The expected reforms and thrust towards various core sectors will provide more opportunities to the NBFCs to create more meaningful financial inclusion and employment opportunities across the country.

Intec Capital – An Overview

We are among the leading NBFCs in the country, addressing the finance needs of SMEs. We support machinery and equipment financing for small and medium enterprises, for industries like Auto Engineering, Printing & Packaging, Plastic & Injection Molding, Pharmaceuticals, Medical & Healthcare and Food Processing.

We have developed a strong association with the machine vendors and our customers, and thereby bridge the gap between them with the ease of our financing options. Our pan-India presence, efficient business model and passionate team force inspire us to grow our business further.

Our portfolio

- Term Loans (Equipment Financing)
- SIDBI Subsidy (Credit Deliver Arrangement)
- Buyers Credit Facilitation (through import financing options)

Highlights, 2014-15

The year under review was a year of growth, as we expanded our market presence, streamlined our operations and took a deeper assessment of the volatile economic scenario. We realised the changing consumer needs and developed products and services that would not only integrate with our existing portfolio but also give our customers a more enriching financial experience.

Our financial performance was subdued, due to uncertain

economic environment as well changing regulatory norms. As a result, our revenues fell to ₹ 138.02 crore in 2014-15 from ₹ 155.65 crore last year. Our profitability declined to ₹ 6.43 crore in 2014-15 from ₹ 18.16 crore last year; however we continued to remain profitable.

Financial review

The weak industrial growth led to subdued growth for the SME sector. This resulted in a lower disbursement of loans and declining profitability. Despite the challenges, we strengthened our operational achievements and remained profitable. The summary of our financial performance is as follows:

- Our AUMs stood at ₹ 98,949 lakhs as on 31st March, 2015 compared to ₹ 1,01,417 lakhs as on 31st March, 2014
- Profit after tax decreased to ₹ 643 lakhs in 2014-15 against ₹ 1,816 lakhs in 2013-14
- Operating expenses stood at ₹ 5,114 lakhs in 2014-15 against ₹ 5,095 lakhs in 2013-14
- Earnings per share (EPS) stood at ₹ 3.50 in current year against ₹ 12.47 in 2013-14

Road ahead

The year 2014-15 was crucial for us and we took some significant steps towards rebuilding ourselves with a better growth plan. Our new branches performed well, giving us confidence to expand our presence in other parts of the country. We are focused on reducing our ticket size of disbursements, ensuring our reach to more SMEs. We are also aggressively pursuing new product development, and shall enhance our product portfolio, by not limiting ourselves to just machinery financing. In line with this strategy, we have also revamped our credit policy to reduce our risk management. We shall further introduce new technology methodologies and align them to our operations to enhance our efficiencies across operational verticals.

Risk management

Risk is defined as the 'effect of uncertainties on objectives', which can have a material impact on performance and future prospects of the Company.

Thus, as a measure of risk management, it is the responsibility of the Company to identify, evaluate and counter the risks, by understanding the core of the business and the market conditions affecting the business. In other words the risks should be minimised and the returns should be maximised.

At Intec, we have a well-defined, integrated risk management policy that includes a clear understanding of risk, evaluating its impact on the business and taking appropriate actions to counter them. The centralised system for devising the risk management approach rests with the senior management.

Operational risk

Risk explanation: Operational risk is defined as the risk of loss resulting from inadequate or failed processes, people, and systems or from external events. Low turnaround time and inefficiencies could lead to reduced profitability.

Risk mitigation: An integrated technology system across operational verticals has helped us achieve seamless centralised operations across our network. A well-defined credit policy also helps in faster loan disbursement. Regular internal audits across branch network ensure establishment of sound operational practices.

Market risk

Risk explanation: Industry risk refers to the dangers to a particular stock that stem not from problems with the Company per se but rather from far more wide ranging issues involving the entire financial service industry that the Company belongs to. So reduced industrial activity could impact demand for financial needs and affect the growth of the Company.

Risk mitigation: We have a dedicated Risk Management Committee (RMC) who assess the market conditions and ensure that decisive and corrective steps are being taken. The new government formation at the Centre with a decisive mandate has fuelled a sense of optimism among the people of the country. The expected reforms and investments across core sectors will boost the economic growth.

Liquidity risk

Risk explanation: Funding risk is a form of liquidity risk which arises when the liquidity needed to fund illiquid asset positions cannot be obtained at the expected terms, as and when required. Unavailability of funds at lower cost could impact profitability and lack of adequate funds could impact the business as a whole.

Risk mitigation: At Intec, we have kept pace with the evolving regulatory norms and maintained the key financial ratios as per standards. This has been backed with a strong banking consortium, helping us with financial support at regular intervals. The increased financing limits by the banks have been backed by regular and timely repayment of loan over the years.

Geographic risk

Risk explanation: The growth of the Company can be affected if it is unable to spread into newer geographies.

Risk mitigation: For the year 2014-15, we opened 31 new branches across the country. With this, we are now having a pan-India presence. Going ahead, we plan to further penetrate into new towns and cities in the country and address their SME financing needs.

Internal Control systems

To assess the potentiality of its internal control system, Intec has implemented robust audit and

control mechanisms. To ensure that all assets are safeguarded; transactions are authorised, recorded and reported properly and all applicable statutes and corporate policies are duly complied with, the Company's audit processes are made aware of the nature of its operations. The Company's internal auditors are responsible for evaluating the adequacy and efficacy of internal controls. They work closely with the Audit Committee and discuss critical audit observations for its effective monitoring.

Cautionary statement

This report contains certain 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may vary significantly from the statements contained in this document due to various risks and uncertainties.

Corporate Information

Board Members

Managing Director

Mr. Sanjeev Goel

Non-Executive Nominee Director

Mr. Vishal Kumar Gupta

Non-Executive Independent Director

Mr. Robindra Gupta (Note 1)

Mr. Rakesh Kumar Joshi

Mr. S.K. Goel

Mr. Praveen Sethia

Mr. Y.L. Madan

Mr. Dhruv Prakash

Non-Executive Non Independent Woman Director

Mrs. Ritika Goel

Note 1. Mr. Robindra Gupta had retired and retirement was approved in the Board Meeting held on 20th March 2015

Note 2. The detailed profile of the Board Members is at page 28

Chief Financial Officer

Mr. Sudhindra Sharma

Bankers

Bank of India

Punjab National Bank

Central Bank of India

State Bank of India

Bank of Maharashtra

Dhanlaxmi Bank

India Overseas Bank

State Bank of Patiala

HDFC Bank Limited

IDBI Bank Limited

Oriental Bank of Commerce

South Indian Bank

Axis Bank Limited

United Bank of India

ICICI Bank Limited

State Bank of Hyderabad

Union Bank of India

DCB Bank Limited

Vijaya Bank

Karnataka Bank

Tamilnad Mercantile Bank Ltd

FMO-Intreprenurial Development Bank

Financial Institutions

SIDBI

L&T Finance limited

FMR Capital Finance Private limited

Company Secretary, Chief Relations Officer and Compliance Officer

Mr. Puneet Sehgal

Statutory Auditors

S.R. Batliboi & Associates LLP,

Chartered Accountants

Firm Registration Number - 101049W

14th, The Ruby,

29 Senapati Bapat Marg,

Dadar (W), Mumbai – 400028,

Maharashtra, India

Secretarial Auditor

Sudhanshu Singhal

Company Secretary in Practice

RZ-142A, Main Gurgaon Road,

New Roshan Pura,

Najafgarh

New Delhi-110043

Internal Auditor

JRA & ASSOCIATES,

Chartered Accountants,

Firm Registration Number- 010576N

B-15, LGF,

Greater Kailash Enclave II,

New Delhi - 110048

Subsidiary Company

Amulet Technologies Limited

Registered and Corporate Office

Intec Capital limited

CIN: L74899DL1994PLC057410.

701, Manjusha Building,

57, Nehru place

New Delhi-110019

Ph: 011-46522200/300, Fax: 011-

46522333

E-Mail: complianceofficer@

inteccapital.com

www.inteccapital.com

Registrar & Share Transfer Agent

Beetal Financial & Computer Services Pvt Ltd.

Beetal House,

3rd Floor,

99, Madangir,

Behind LSC,

New Delhi - 110062

Committees of Board

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility
- Asset Liability Management Committee (ALCO)
- Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee
- Independent Directors Committee (See note1)
- Operations Review Committee

Note 1. This committee was dissolved by Board of Director's in its Meeting held on 7th February 2015

Directors' Report

To
The Members,

Your Directors have pleasure in presenting their report on business and operations of the Company together with 21st Annual Audited Accounts for the financial year ended 31st March, 2015.

1) FINANCIAL HIGHLIGHTS

For the financial year ended 31st March, 2015:

(₹ in lakhs)

Particulars	Standalone		Consolidated	
	2015	2014	2015	2014
Profit/(Loss) before tax	965.42	2657.82	860.60	2442.95
Less: Provision for Taxation				
Current Tax	620.27	1613.27	620.24	1613.27
Deferred Tax	-298.09	-837.45	-298.09	-837.45
Current Tax for earlier years	-	65.54	-	65.54
Profit/(Loss) after tax	643.24	1816.46	538.45	1601.59
Add: Balance brought forward from last year	3868.11	2786.83	3652.10	2785.69
Less: Adjustment of goodwill relating to earlier years	0.00	251.85	-	251.85
Less: Adjustment of assignment income relating to earlier years	10.42	-	10.42	-
Less: Accelerated depreciation due to transition provision	11.23	-	11.23	-
Surplus available for appropriation	4489.70	4351.44	4168.90	4135.43
Less: Appropriations				
Proposed Equity Dividend	91.83	71.42	91.83	71.42
Preference Dividend	-	31.18	-	31.18
Tax on Proposed Dividend	18.77	17.44	18.81	17.44
Transfer to Reserve Fund u/s 45IC of RBI Act, 1934	128.65	363.29	128.65	363.29
Surplus carried to Balance Sheet	4250.45	3868.11	3929.60	3652.10

The Financial Results of the company are elaborated in the Management Discussion Analysis Report (MDAR) section in this Annual Report.

2) Operations

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

3) Dividend

The company continues to evaluate and manage its dividend policy to build long term shareholder value.

Your Directors recommends a Final Dividend of ₹0.50 (i.e. 5%) per Equity Share having face value of ₹10/- each on the fully paid up Equity Share Capital of the Company for the Financial Year ended 31st March 2015.

The Final Dividend paid for the Financial Year ended 31st March 2014 was also ₹0.50 (i.e. 5%) per Equity Share having face value of ₹10/- each on the fully paid up Equity Share Capital of the Company.

The Final Dividend, if approved by the members in the forthcoming 21st Annual General Meeting, will be paid to the eligible members as per stipulated Companies Act.

The dividend will be paid to members whose names appear in the Register of Members as on record date as mentioned in forthcoming Notice of 21st Annual General Meeting and in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

4) Unclaimed Dividend Transfer to Investor Education & Protection Fund (IEPF)

The Company sends letters to all shareholders whose dividends are unclaimed so as to ensure that they receive their rightful dues. Efforts are also made in co-ordination with the Registrar to locate the shareholders who have not claimed their dues.

Pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, during the year under review.

The unclaimed / unpaid dividend for FY 2006-07 amounting ₹170454.00 (One Lac Seventy thousand four hundred fifty four only) have been transferred / credited to IEPF on 07th November, 2014.

The cumulative unclaimed / unpaid dividend amount up to FY 2006-07 lying in the credit of IEPF as at 31st March 2015 is amounting ₹314934.00 (Rupees Three Lac Fourteen thousand Nine Hundred Thirty Four).

Pursuant to the provisions of Investor Education and Protection

Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September 2014 (date of last Annual General Meeting) on the Company's website (www. inteccapital.com) and on the website of the Ministry of Corporate Affairs.

The unclaimed / unpaid dividend amount for the FY 2007-08 as on 31st March, 2015 is due for transfer to IEPF on 07th November, 2015 amounting ₹171374.00 (One Lac Seventy One thousand Three hundred Seventy four only)

Those members who have not yet claimed / encased are requested to claim the same at the earliest before transfer to IEPF.

5) Share Capital

The paid-up Equity Share Capital of the Company as on 31 March 2015 is ₹18.36 crore.

There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

6) Registration as a Systemically Important Non-Deposit taking NBFC and its Disclosures

Your Company was registered on 4th May 1998 by Reserve Bank of India as a Non-Banking Financial Institution (Non-Deposit taking). In terms of provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, your Company is categorized as a 'Systemically Important Non-Deposit taking Non-Banking Financial Company'.

Your company has attained the status of Asset Finance Company and got converted into NBFC-AFC on 7th April 2014

The disclosures as prescribed by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and other NBFC Directions have been made in this Annual Report.

7) RBI Revised Regulatory Framework

During the year under review, the RBI has notified the comprehensive Revised Regulatory framework for Non-Banking Financial Companies vide notification dated 10th November 2015.

The RBI framework key changes is on minimum NOF, definition of systemically important NBFC's, asset classification norms for NPA, Provisioning for Standard Assets, Corporate governance

and disclosure norms, Fit and proper criteria for directors, Prudential Norms, Fair Practice code, disclosures in financial Statements.

Your company is adhering to RBI Revised regulatory framework.

8) Non Acceptance of Public Deposits

Your Company has not accepted public deposits during the year under review in terms of chapter-V of the Companies Act, 2013 and hence there are no defaults in repayments of amount of principle or interest as on date of Balance Sheet.

9) Credit Rating Agencies

During the year under review, the company has sustained its Long Term Credit Rating assigned to the long term bank facilities by Credit Analysis & Research Limited (CARE) is CARE BBB+ (Triple B Plus) for an amount of ₹ 675 crore and for commercial papers is CARE A1+ (SO) for an amount of ₹10 crore

The rating indicates highest degree of safety regarding timely servicing of financial obligation. The rated instrument carries lowest credit risk.

10) Transfer to Reserves

During the year under review Company has transferred ₹ 128.65 lakhs to the Reserves Fund from the profits of the Company in accordance with the provisions of Section 45IC of the Reserve Bank of India Act, 1934.

11) Capital Adequacy Ratio

The Company's total Capital Adequacy Ratio (CAR) as on 31st March, 2015 stood at 21.53% as compared to 22.63% for the previous year as a percent of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is well above the regulatory minimum of 20.00%.

12) Depository System

As the members are aware, the Company's shares are compulsorily tradable in electronic form.

As on March 31, 2015, the Company's total paid-up Capital representing number of shares is in dematerialized form and in physical form is mentioned below.

	Category	Number of equity shares	%age of the Company's total paid-up share Capital
1	Demat	18098514	98.54
2	Physical	267736	1.46
3	Total	18366250	100.00

In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised

to avail of the facility of dematerialization from either of the Depositories.

13) Management Discussion Analysis Report (MDAR)

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section and annexed at Annexure – 1 to this report and forms part of the Annual Report.

14) Corporate Governance Report and its Compliance Certificate

The Company is committed to maintain the highest standards of corporate governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under clause 49 of the Listing Agreement forms an integral part of this Report.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed at Annexure – 2 to this report and forms integral part of the Annual Report.

The requisite Certificate from the practicing Company Secretary of the Company confirming compliance with the condition of Corporate Governance as provided under the aforesaid Clause 49 is annexed at Annexure – 3 to this report and forms integral part of the Annual Report.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2014-15. A declaration to this effect signed by the Managing Director of the Company is annexed at Annexure – 4 to this Report and forms integral part of this Annual Report.

The Certificate by Managing Director and Chief Financial Officer on financial statements as stipulated under Clause 49 of the Listing Agreement is annexed at Annexure – 5 to this report and forms integral part of the Annual Report.

15) Subsidiary Company and its Performance

We have one 100% Wholly Owned Subsidiary i.e. Amulet Technologies Limited which was incorporated as private limited company on 30th April 2011. It converted in public limited company on 27th March 2012.

The Primary objective of company is to offer consultancy, advisory & all related services in all areas of information technology including computer hardware & software, data communication, telecommunications, manufacturing & process control & automation, artificial intelligence, natural language processing.

Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard- 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Statements of its Subsidiaries.

Further, Pursuant to Section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the financial statements of subsidiary Company in the prescribed form AOC-1 has been annexed at Annexure – 6 to this report and forms integral part of the Annual Report.

In terms of provisions of 4th proviso of Section 136 of the Companies Act, 2013, the Company shall place separate Audited Accounts of the Subsidiary Companies on its website at www.inteccapital.com.

The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary interested in obtaining the same.

These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of ensuing Annual General Meeting.

16) Performance and Financial Position of Subsidiary Company included in Consolidated Financial Statement

The detailed report on performance and financial position of subsidiary company is discussed in Management Discussion Analysis Report and also included in the consolidated Financial Statements, pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014

17) Abridged Financial Statements

In accordance with the listing agreement with Stock Exchanges and Section 136 of the Companies Act, 2013 read with Rule 10 of the Companies (Accounts) Rules, 2014 of the said Act, the Abridged Annual Report containing salient features of the Financial Statements, including Consolidated Financial Statements, for the financial year 2014-15, along with statement containing salient features of the Directors' Report (including Management Discussion & Analysis and Corporate Governance Report) is being sent to all shareholders who have not registered their email address(es) for the purpose of receiving documents/ communication from the Company in electronic mode.

Full version of the Annual Report 2014-15 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including Consolidated Financial Statements, prepared as per the requirements of Schedule III to the Companies Act, 2013, Director's Report (including Management

Discussion and Analysis Report, Corporate Governance Report and Business Responsibility Report) are being sent via email to all shareholders who have provided their email address(es).

Full version of Annual Report 2014-15 is also available for inspection at the registered office of the Company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.inteccapital.com.

A Cash Flow Statement for the year 2014-15 is attached to the Balance Sheet.

18) Consolidated Financial Statements

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries and as prepared in compliance with the Companies Act, 2013, Accounting Standards and the Listing Agreement as prescribed by SEBI.

A separate statement containing the salient features of its subsidiary as per prescribed Form No. AOC- 1 is annexed at Annexure No. 6 separately.

19) Material Changes and Commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

20) Significant and Material Orders Passed by The Regulators or Courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

21) Internal Financial Control System (IFCS) and its Adequacy

The Company has satisfactory internal control system.

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are

safeguarded and protected and that the transactions are authorized recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks from Independent Internal Auditors of the Company.

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

To ensure effective Internal Financial Controls the Company has laid down the following measures:

- The Company also has a robust Management Information System which is an integral part of the control mechanism.
- All key operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.
- All legal and statutory compliances are ensured on a monthly basis through a various compliance tools and framework. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.
- The Company has developed various comprehensive compliance processes and framework which are modified according to requirement and which prescribed the role and responsibility of various persons who is responsible for compliance.
- The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board.
- The audit reports for the above audits are compiled and submitted to Audit Committee for review and necessary action.
- The Company has a comprehensive risk management framework.
- The Company has a robust mechanism of building budgets

at an integrated cross- functional level. The budgets are reviewed on a monthly basis so as to analyze the performance and take corrective action, wherever required.

- The Company has a system of Internal Business Reviews. All departmental heads discuss their business issues and future plans in monthly review meetings. They review their achievements in quarterly review meetings.
- The Company has in place a well-defined Whistle Blower Policy/ Vigil Mechanism.
- The Compliance of secretarial functions is ensured by way of secretarial audit.
- The control system is improved and modified on continuous basis to meet the changes in business, statutory and accounting requirements.
- The Audit Committee of the Board and Statutory Auditors periodically reviews the internal audit findings and corrective actions are taken.
- The Company has Mechanism in place for handling the grievances related to the customers. The NON GRO grievances are directly handled by the customer care department and others are handled by GRO itself.
- The company has adopted Sexual Harassment policy.

22) Extract of Annual Return as per Section 92(3) and in Form Mgt-9

The extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is annexed at Annexure No. 7 and forms integral part of this Report.

23) Related Party Transactions

The Company has in place a Related Party Transactions Policy (RPT Policy) in line with section 188 and other applicable section of the Companies Act, 2013 read with and clause 49 of the Listing Agreement. The Policy on RPTs as approved by Board is also uploaded on the Company's website www.inteccapital.com

During the financial year under review, in terms of section 134(3) (h) read with sub-section (1) of section 188 read with third proviso of section 188(1) of the Companies Act, 2013 and read with clause 49 of the Listing Agreement, your Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company at large.

Besides, during the year under review, all related party

transactions done by the Company were in ordinary course of business and at arm's length and were placed in the meetings of Audit Committee for its omnibus approval and subsequently placed before the board for its review, noting and approval wherever required pursuant to section 177 of the Companies Act, 2013 read with clause 49 of the Listing Agreement and read with Company's RPT policy.

Your Directors draw attention of the members to Note No. 2.29 to the financial statement which sets out related party transactions in terms of Accounting Standard 18.

The disclosures pursuant to section 13(4)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in prescribed form AOC-2 is annexed at Annexure – 8 to this report.

24) Corporate Social Responsibility (CSR) and its Report

The Company has in place a CSR Policy in line with Schedule VII of the Companies Act, 2013. As per the policy the CSR activities are focused not just around the plants and offices of the Company, but also in other geographies based on the needs of the communities.

Intec's vision is to help children achieve their ambitions in the right way by playing a broader role in the communities in which we live and work beyond what we deliver through core business activities. We do this through community investment programmes and the direct efforts of our colleagues. By aligning our community investment strategy to our skills and experience as an NBFC, the positive impact of our activity is much more than just a financial contribution

Our Purpose is – “to actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the poor and disadvantaged children and raise the country's human development index.

The Company is committed to play a broader role in the communities in which it operates by way of supporting various initiatives through funding, fund raising and/or volunteering activities.

Your Company undertakes its Corporate Social Responsibility (CSR) activities through a variety of effective programs. In order to achieve its goal, the company will undertake and support the under privileged children by focusing in following four areas:

- a) Providing elementary education
- b) Providing vocational knowledge

- c) Providing Financial literacy and Mathematical enhancement
- d) Eradication of poverty and providing basic amenities of Food, shelter and health to such children

In addition to this, the Company will also undertake intervention in the areas of disaster relief, environment, rural and urban infrastructure and building social capital infrastructure.

These activities are broadly in accordance with the Schedule VII of the Companies Act, 2013.

The Board of Directors and the CSR Committee review and monitor from time to time all the CSR activities being undertaken by the Company.

The Annual Report on Corporate Social Responsibility (CSR) and on CSR Activities Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed at Annexure – 8 to this report which forms integral part of Annual Report.

The contents of the CSR Policy as well as the CSR activities undertaken by the Company are available on the Company website.

25) Reasons for not Incurring 2% CSR Expenditure

The reasons for not incurring 2% CSR Expenditure as prescribed in the Companies Act, 2013 read with rules made thereunder is mentioned below.

As 2014-15 was the first year of the concerned provision, the Company was in the process of conceptualizing and operationalizing the right framework and feasible projects for the activity. In the Financial Year 2014-15, the Company had approved the CSR Budgets for an amount not exceeding ₹ 5 lakhs but could not incur the required expenditure on CSR Projects and activities.

26) Information on Voluntary Delisting in Terms of Applicable Laws

During the period under review, the acquirers have sent the proposal of voluntary delisting of equity shares of the Intec Capital Limited from BSE and DSE to the Board of Directors of the Company in terms Securities and Exchange of India (Delisting of Equity Shares) Regulations, 2009. The aforesaid delisting proposal was accepted by the Board of directors subject to the applicable regulations and laws and subject to the approval of shareholders through postal ballot.

Your company had sought shareholders' approval through postal ballot for aforesaid delisting of equity shares of the Company which was passed by the shareholders on 25th September 2014.

Subsequently, Acquirers has given the public announcement on November 12, 2014 and the company has dispatched letter of offer and bid forms to the shareholders on November 24, 2014 which was recognized as the specified date.

Further the letter of offer was for acquisition of 46,55,586 Equity shares held by public constituting 25.35% of the equity Share capital of the Company and the floor price decided for the acquisition of Equity shares was 109.45. The Bid period i.e. the opening date of offer was December 11, 2014 and the end date of bid period was December 17, 2014. Further it was stated that upon acquisition of a minimum 28,18,961, Equity shares and fulfillment of the condition stipulated under the Delisting Regulations and the public announcement and the letter of offer sent to shareholders, the Acquirer and the company will seek to voluntarily delist its Equity shares from the stock exchanges.

On December 18th 2014 company had received a letter from the acquirers intimating that the delisting offer has been unsuccessful as the number of equity Shares tendered by the public shareholders of the Company during the bid period has not reached the minimum number of Equity Shares required to be accepted by the acquirers as stipulated in Regulation 17 of the SEBI Delisting Regulation 2009 so the delisting offer has been unsuccessful.

27) Statutory Auditors and their Report

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, BSR & Associates LLP, Chartered Accountants (Firm No 116231 W / W - 100024), Gurgaon, Haryana (hereinafter to as "Resigning Statutory Auditors") were re-appointed as Statutory Auditors by the shareholder at 20th Annual General Meeting held on 24th September 2014 for conducting the Statutory Audit for the Financial year ended 31st March 2015 and to hold office from conclusion of 20th Annual General Meeting to conclusion 21st Annual General Meeting.

The aforesaid 'Resigning Statutory Auditors' have tendered their resignation with immediate effect vide their Letter dated 17th March 2015 from the post of Statutory Auditor due to paucity of time in auditing resulting into casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act 2013.

On recommendation of the Audit Committee, the Board of Directors in its meeting held on 20th March 2015 and subsequently Shareholders by passing ordinary resolution through Postal Ballot on 8th May 2015, had approved the appointment of S.R. Batliboi & Associates LLP (LLP Identity No AAB-4295), Chartered Accountants (Firm No. FRN 101049W)

having its office at 14th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar (West), Mumbai-400028 (herein after referred to as Current Statutory Auditors) as Statutory Auditors of the Company to fill the Casual Vacancy caused due to resignation of Resigning Statutory Auditors for conducting the Statutory Audit for the Financial Year Ended 31st March 2015 and to hold office for the period starting from 20th March 2015 till conclusion of ensuing AGM on the remuneration decided by the Board of Directors.

S.R. Batliboi & Associates LLP will hold their office with effect from 17th March 2015 till the 21st Annual General Meeting and are eligible for reappointment have confirmed their eligibility and willingness to accept office if re-appointed.

The Company has received letters from the Current Statutory all of them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Board recommends the Current Statutory Auditors re-appointment for conducting the statutory Audit for the financial ended on 31st March 2016 and for a term of one year starting from conclusion of 21st Annual General Meeting and till 22nd Annual General Meeting of the Company the approval of the shareholders with a request to approve their re-appointment.

The Auditor's Report for the financial year ended 31st March 2015 does not contain any qualification, reservation or adverse remark or disclaimer.

However, the Auditor's report contains the observations the extract of which along with management reply is mentioned below

Extract of Auditor's Observations is below:

Emphasis of Matter:-

"We draw attention to Note 2 (c) (I) (i) in the statements for the change in Company's estimates related to provisioning for loans, which have been revised in order to align the same in accordance with Reserve Bank of India ('RBI') prudential norms on Non-Performing Assets (NPA). As informed to us, the above mentioned change has been carried out in view of management's re-assessment of recoverability of its non-performing assets, considering the quality and quantum of primary and collateral security available with the Company. Our opinion is not qualified in respect of this matter."

Note 2(c)(I)(i) given in the financial statements: *"During the year ended March 31, 2015, the Company has changed its estimates related to provisioning for all loans in order to align the same in accordance with RBI Prudential norms on Non-Performing Assets (NPA). Consequent to the change in such*

estimates, provision and write off is lower by ₹1,525.99 lakhs for the year ended March 31, 2015. The above mentioned change has been carried out in view of management re-assessment of recoverability of its NPA, considering the quality and quantum of primary and collateral security available with the Company.”

Management Reply on the aforesaid Auditor’s Observations on Emphasis of Matter

Earlier NPA provisioning was done on higher side considering the size of the loans and the risks attached to it. During the quarter ended December 31, 2014, the Company had changed its estimates related to provisioning for all loans in order to align the same in accordance with RBI Prudential norms on Non-Performing Assets (NPA).

Besides, management had also decided to provide higher provision in those cases where it deems fit and judicious considering the quality and quantum of primary and collateral security available with the Company in order to have re-assessment of recoverability of its NPA.

Due to above changes, provisioning is showing a lower side.

28) Internal Auditor and their Report

The Board of Directors had appointed JRA & ASSOCIATES, Chartered Accountants, Firm Registration Number- 010576N as Internal Auditor to carry out Internal Audit of the Company, pursuant to the provisions of section 138 of the Companies Act, 2013 and Rules made thereunder.

31) Board Meeting held and Attended during the year by Directors

There were 8 meetings of the Board held and attended during the year by directors, the information of which is given below.

Sl.	Name	Designation	Meetings held	Meetings attended
1.	Mr. Sanjeev Goel	Managing Director	8	8
2.	Mr. Vishal Kumar Gupta	Non-executive Nominee Director	8	2
3.	Mr. Robindra Gupta (Please See Note-1)*	Non-executive Independent Director	8	8
4.	Mr. S. K. Goel	Non-executive Independent Director	8	8
5.	Mr. Rakesh Kumar Joshi	Non-executive Independent Director	8	7
6.	Mr. Praveen Sethia	Non-executive Independent Director	8	7
7.	Mr. Y. L. Madan	Non-executive Independent Director	8	4
8.	Mr. Dhruv Prakash (Please See Note-2)**	Non-executive Independent Director	8	7
9.	Mrs. Ritika Goel (Please See Note-3)***	Additional Director (Non-executive Non Independent Woman Director)	8	Nil

Note-1* Mr. Robindra Gupta has retired from the board w.e.f. 20th March 2015 and his retirement was accepted in the Board Meeting held on 20th March 2015.

Note-2** Mr. Dhruv Prakash is appointed as Non-executive, Independent Director in the Board Meeting held on 28th May 2015.

Note-3***Mrs. Ritika Goel is appointed as Non-executive Non Independent Woman Director in the Board Meeting held on 20th March 2015.

The Internal Audit Report is directly presented to the Audit Committee Chairman for its review.

29) Secretarial Auditor and their Report

The Board of Directors had appointed Sudhanshu Singhal, (membership number: 7819) Company Secretary in Practice (COP No 8762) as Secretarial Auditor to carry out the Secretarial Audit of the Company, pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder.

The Secretarial Audit Report for the year 2014-15 given Sudhanshu Singhal in the prescribed form MR-3 is annexed at Annexure – 10 to this Report.

The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

30) Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Sanjeev Goel : Managing Director

Mr. Sudhindra Sharma : Chief Financial Officer

Mr. Puneet Sehgal : Company Secretary

During the year there was no change (appointment or cessation) in the office of any KMP.

32) Committees of the Board

The company has following below mentioned Committees of Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee Board (COB).

Audit Committee

Risk Management Committee

Nomination and Remuneration Committee

Corporate Social Responsibility Committee

Asset Liability Management Committee (ALCO)

Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee

Independent Directors Committee (See Note-1)

Operations Review Committee

The detailed note on the Board and the Committees of the Board (COB) covering its member's composition, brief terms of reference of the committee, meetings held and attended during the year is separately mentioned in "Corporate Governance Report section" in this Annual Report.

Note-1: This committee was dissolved by Board of Director's in its Meeting held on 7th February 2015

33) Board of Directors and Changes among them

A. Appointment of Directors

During the year Mrs. Ritika Goel (DIN 00053387) is appointed as an Additional Director on the Board of Directors subject to approval of shareholders in the forthcoming 21st Annual General Meeting in the category of Non-executive Non Independent Woman Director, who shall hold office upto ensuing Annual General Meeting of the Company in terms of Section 161 and second proviso to Section 149 (1) read with Section 152 and other applicable provisions and rules made thereunder (including any modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 read with Clause 49 (II) (A) (1) of Listing Agreement, and her period of office is liable to be determined by retirement of directors by rotation in terms of section 152(6) of Companies Act, 2013 read with rules made thereunder.

Mrs. Ritika Goel holds a Bachelor of Arts degree from Lady Shriram College. She is Director on the Board of Directors of various Companies and possesses over 10 years of various industry experience

The Directors recommends the regularization of appointment of Mrs. Ritika Goel as Non-executive Non-independent Woman Director on the Board of Director of the company in the forthcoming 21st Annual General Meeting of the Company.

B. Retirement

During the year, Board approved the retirement of Mr. Robindra Gupta from designation of Non-Executive Independent Director pursuant to RBI Regulatory Framework dated 10th November 2014 related to age criteria whereby independent directors shall not be more than 70 years of age.

The Board would like to thank and record its appreciation for the services rendered by him to the Board and to the Company.

C. Re-appointments

As per the provisions of Companies Act, 2013 and Article 86 of the Articles of Association of the Company Mr. Vishal Kumar Gupta (DIN: 02368313), Director of the Company will be liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Directors recommends the re-appointment of Vishal Kumar Gupta as Non-Executive Nominee Director on the Board of Director of the company in the forthcoming 21st Annual General Meeting of the Company.

D. Independent directors

During the year under review, the members in their Annual General Meeting held on 24th September 2014 had approved the appointments of Mr. S.K. Goel, Mr. Robindra Gupta, Mr. Praveen Sethia, Mr. Rakesh Kumar Joshi, Mr. Y.L. Madan and Mr. Dhruv Prakash as Independent Directors who are not liable to retire by rotation for a period of 5 years from date of appointment but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

During the year under review, all the independent directors had submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 read with clause 49 of the Listing Agreement.

E. Fit and proper criteria for directors in terms of Revised Regulatory Framework for NBFC

During the year under review, all the non-executive / independent directors have executed 'Deeds of Covenants' with the company and had also submitted the 'Fit and Proper Criteria Declaration' required pursuant to Revised Regulatory Framework for NBFC notified by RBI vide notification dated 10th November 2015 as part of Corporate Governance norms.

F. Directors' profile

A brief resume of Directors, nature of their expertise in specific functional are as and names of companies in which they hold Directorships, Memberships /Chairmanships of Board

Committees, and shareholding in the Company are provided in this Report.

34) Separate Meeting of Independent Director

During the year under review, the Independent Director's viz. of the company meets without the presence of non-independent directors, in terms of Section 149(8) and Schedule – IV and Clause 49 (B) (II) (6), and members of management and discussed, inter-alia, (a) to review the performance of non-independent directors and the Board as a whole; (b) to review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors; (c) to assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

35) Familiarization Policy and Programme

During the year under review and as defined under clause 49 of the Listing, your Company, for many years now, has been familiarizing the Independent Directors on its Board with detailed presentations by its business functional heads on the Company operations, strategic business plans, new products and technologies, including significant aspects of the Industry and its future outlook.

The Familiarization Policy and programme is annexed at Annexure No. 12 to this report. The details of familiarization programs extended to the Non-executive & Independent Directors during the year are also disclosed from time to time at Company website.

36) Performance Evaluation of The Board, its Committees and Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 to the Listing Agreement, the Board has carried out

an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Committees. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

The Directors expressed their satisfaction with the evaluation process.

37) Disclosure on Nomination and Remuneration Committee and Nomination and Remuneration Policy

The Nomination and Remuneration Committee as on March 31, 2015 comprises of the following Directors viz. Mr. Praveen Sethia, Mr. Sanjeev Goel, Mr. Vishal Kumar Gupta, Mr. Rakesh Joshi and Mr. Y. L Madan

Further, all recommendations of Nomination and Remuneration Committee were accepted by the Board of Directors. The detailed Nomination and Remuneration Committee and its terms of reference and meetings held and attended by the members during the year are mentioned in Corporate Governance Report Section.

The Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013.

The Policy is annexed at Annexure No. 11 to this report which forms integral part of this report. The contents of the policy are uploaded in company website and also stated in the Corporate Governance Report.

38) Disclosure on Audit Committee

The Audit Committee as on March 31, 2015 comprises of the following Independent Directors viz. Mr. Praveen Sethia, Mr. Vishal Kumar Gupta, Mr. Rakesh Kumar Joshi.

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

The detailed Audit Committee and its terms of reference and meetings held and attended by the members during the year are mentioned in Corporate Governance Report Section.

During the year 2014-15, the company has complied the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit

Committee possess financial / accounting expertise / exposure. The Company Secretary of the Company acts as the Secretary to the Committee.

The Statutory Auditors, the Managing Director and the Chief Financial officer of the Company attends and participates in the meetings of the Audit Committee.

39) Disclosure of Board and Committee Meeting Process

A. Board material distributed in advance

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

B. Recording minutes of proceedings of board and committees meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

C. Post meeting follow-up mechanism

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at Board/Board Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Board Committee for noting.

D. Finalization of meetings

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

E. Compliance

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards as Notified by Ministry Corporate Affairs and issued by the Institute of Company Secretaries of India, as applicable.

40) Directors' Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act, 2013, your Directors, based on the representations received from the Management, confirm :

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that they have, in selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) that to the best of their knowledge and information, they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that they have prepared the annual accounts on a going concern basis;
- e) that they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) that they have had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

41) Non-Convertible Debentures

During the year under review, the Company met its funding requirements through a combination of short term debt (comprising Commercial Paper, Inter Corporate Deposits and Bank Loans) and long term debt (comprising Non-Convertible Debentures ("NCDs") and Bank Term Loans).

Pursuant to the approval of the shareholder in November 2014, accorded by way of a Postal Ballot, the Company had issued on Listed Fully Secured Redeemable Non-Convertible Debentures amounting ₹ 50 crore on private placement basis with tenor of 48 months pursuant to section 42 of and applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 which helped in Asset Liability Management and strengthened the long term resource base of the Company.

The Company has been regular in servicing all of its debt obligations.

The Half Yearly and Annual Results of the Company are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement for Debt Securities and are published in a leading English daily newspaper. The information regarding the performance of the Company is shared with the debenture holders every six months through a half yearly communiqué.

Official news releases, including on the half-yearly and annual results, are also posted on the Company's website. The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, etc. The debenture holders can also send in their queries/complaints at the designated email address: complianceofficer@inteccapital.com

As per the provisions of the Companies Act, 2013, interest on application money, matured debentures and interest on matured debentures remaining unclaimed for a period of seven years from the date it becomes due for payment has to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. However, no such amount had to be transferred to the IEPF during the year, as the seven year period has not elapsed for the Company's debentures. In case any of the above dues remain outstanding, the debenture holders are requested to claim the same at the earliest by contacting the Company or the Registrars. In terms of the provisions of the Companies Act, 2013, no claims would lie against the Company or the IEPF after the transfer of any amount to the IEPF.

The Debentures issued on private placement basis are listed on BSE. The Company has paid Annual Listing fees for FY 2014-15 to BSE, where the Company's debentures, whether issued on a private placement basis, are listed.

Debenture Trustee

GDA Trusteeship Limited
Plot No 85, Street,
Bhusari Colony,
Paud Road,
Pune - 411038.

Registrar and Transfer Agents for Fully Secured redeemable Non-convertible Debentures on Private Placement Basis BIG SHARE SERVICES PVT. LTD.

306, Right Wing, 3rd Floor,
Amrutha Ville, Opp. Yashoda
Hospital, Raj Bhavan Rd,
Somajiguda, Hyderabad,
Telangana 500082

Compliance Officer

Mr. Puneet Sehgal
complianceofficer@inteccapital.com

Address of BSE

PhirozeJeejeebhoy
Towers, Dalal Street,
Mumbai - 400 001
www.bseindia.com
Scrip Code 951360
ISIN No. INE017E07015

42) Risk Management Policy

The Company has in place a Risk Management Policy in line business requirement.

The Risk Management was constituted originally on 8th January 2013 and was reconstituted from time to time according to need of the company. The Risk Management Committee has been entrusted with the responsibility of Formulation of policies, procedures and practices to identify, evaluate, address and monitor risk and to ensure business growth plans are supported by effective risk infrastructure. The Risk practices and conditions adopted are appropriate for the business environment and to assist the Board in discharge of its duties & responsibilities and in overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

Information on identification and elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the Management Discussion Analysis & Report section in this Annual Report.

The detailed information on Risk Management Committee its constitution, its meeting held and attended during the year under review is separately mentioned in Corporate Governance Report Section.

The Company has introduced several improvements to existing internal policies / processes / framework / audit methodologies to mitigate / minimize the enterprise risk.

43) Whistle Blower / Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the work groups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice

Your Company has an effective Whistle Blower / Vigil Mechanism system in terms of Section 177(9) of the Companies Act, 2013 and other applicable provisions as amended from time to time read with clause 49(II) (F) of the revised Listing Agreement as enforced by the SEBI and Stock Exchanges

The Whistle Blower / Vigil Mechanism Policy was adopted in terms of Section 177(9) of the Companies Act, 2013 and other applicable provisions as amended from time to time read with clause 49(II) (F) of the revised Listing Agreement as enforced by the SEBI and Stock Exchanges.

The Whistle Blower / Vigil Mechanism Policy is also available on the Company website to report any genuine concerns about unethical behavior, any actual or suspected fraud or violation of Company's Code of Conduct.

44) Particulars of Employees, Key Managerial Personnel and Related Disclosures

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the Name, Designation, Qualifications, Experience (in Years), Remuneration (in ₹), Date of Appointment, Age (in years), Particulars of last employment of the employees drawing remuneration in excess of the limits set out in the said rules is annexed at Annexure – 13 which forms part of this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed at Annexure – 14 which forms part of this report.

As required under the section 197(12) of the Companies Act, 2013 read with the rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the prescribed particulars are disclosed in the Director's Report

Also in terms of provisions of section 136(1) of the said Act, these particulars will be made available to shareholder on request. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the Company's website.

None of directors is holding any shares in the company except Mr. Sanjeev Goel, Managing Director holding 544464 fully paid equity shares as individual promoter category and Mr. Praveen

Sethia holding 18 fully paid equity shares in individual non-promoter category.

None of directors is having any pecuniary relationship with the company except Mr. Dhruv Prakash, Non-executive Independent Director and Mr. Y.L. Madan, Non-executive Independent Director who are having business relationship in the ordinary course of business and on arm's length basis.

During the year under review, Mr. Dhruv Prakash, Non-executive Independent Director was paid ₹ 10,00,000/- towards consultancy of HR services which is in ordinary course of business and on arm's length basis. Besides, Mr. Y.L. Madan, Non-executive Independent Director was also ₹ 420,000/- towards consultancy of Treasury Services which is in ordinary course of business and on arm's length basis.

During the year the Managing Director was paid the remuneration amounting ₹1 crore (Rupees One crore only) the break-up of which is mentioned in Annexure -7 of this report

45) Particulars of Loans, Guarantees or Investments Under Section 186 of The Companies Act, 2013

There are particulars of loans guarantees or investments required to be reported pursuant to Section 134(3) (g) of the Companies Act, 2013 in terms of Section 186 of the Companies Act and same is mentioned in the Schedules forming part of the Balance Sheet.

46) Green Initiatives and E-Voting

This year we had started Green Initiative in Corporate Governance: Go Paperless as a sustainability initiative and minimizing our impact on the environment.

Under this Go Green initiative electronic copies of the Annual Report 2015 and Notice of 21st Annual General Meeting shall be sent to those Members whose email addresses are registered with the Company/RTA.

For other members who have not registered their email addresses, physical copy of the Annual Report and Notice of AGM are sent in the permitted mode. Members requiring physical copies can send a request to Compliance Officer of the Company.

The Company is providing e-voting facility to all its members to enable them to cast their votes electronically on all the resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014. The instructions for E-voting is provided in the Notice.

47) Reminder to investors:

Reminders for unclaimed shares, unpaid dividend are sent to shareholders/debenture holders as per records every year.

48) Disclosures Under Section 217(1)(E) of The Companies Act, 1956

The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is information is furnished below, pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

Rule			
8 (3) (A)	Conservation of Energy:		Not Applicable
8 (3) (B)	Technology Absorption:		Not Applicable
8 (3) (C)	Foreign Exchange Earnings And Outgo	Current Year	Previous Year
	Out flow:	NIL	NIL
	Inflow:	NIL	NIL

49) SEBI (Prohibition Of Insider Trading) Regulations 2002 And Its Disclosures Under Insider Trading Code

The Company has in place the “Internal Code for prevention of Insider Trading” pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2002.

SEBI vide its Circular No. dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015 which has replaces the old SEBI PIT Regulations.

Accordingly, the Board of Directors has formulated “Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading), 2015”

Besides, the Board of Directors has also formulated the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as the “Code”) pursuant to Regulation 8 under Chapter – IV of SEBI (Prohibition of Insider Trading) Regulation, 2015

All the necessary disclosures pursuant to the Insider Trading Code have been made by all the directors.

50) Secretarial Standards Notified by Ministry of Corporate Affairs and Issued by the Institute of Company Secretary of India

The Institute of Company Secretaries of India (ICSI), one of India’s premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board’s Report.

Although these standards, during the year under review, are recommendatory in nature.

However, the Ministry Corporate Affairs vide notification dated

23rd April 2015 had notified two secretarial Standards i.e. 1) Secretarial Standard on Meetings of the Board of Directors (SS-1); 2) Secretarial Standard on General Meetings (SS-2). The aforesaid Secretarial Standards is applicable from 1st July 2015 onwards.

51) Annual Report

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors’ Report, Auditors’ Report and other important information is circulated to members and others entitled thereto. The Management’s Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company’s website.

52) BSE Corporate Compliance & Listing Centre (The Listing Centre):

BSE’s Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

53) SEBI complaints redress system (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized data base of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

54) HRD Initiatives- Training & Development

The Company recognizes the importance of Human Resource and the continuous need of development of the same. The Company stresses on the need to continuously upgrade the competencies of its employees and equip them with the latest developments. In order to achieve this, the Company organizes various programs including in-house training and professional skills development programs across all levels of employees.

55) Report Under The Prevention of Sexual Harassment Act

Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination and to boost their confidence, morale and performance.

Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, which came into effect from 9 December 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace which is also reviewed by the Committee at regular intervals. There was no case reported during the year under review under the said Policy.

There were no complaints reported under aforesaid Act.

The employee relations in the Company continued to be healthy, cordial and progressive.

56) Acknowledgements

The Board of Directors would like to convey their appreciation to the Customers, Shareholders, Vendors, Banks, Financial Institutions, various Government Authorities, RBI, SEBI and

Stock Exchanges for their cooperation and support throughout the year.

The Board recognizes that it is accountable to shareholders for the performance of the Company, believes in transparency in its conduct and strives to disseminate the material information to the shareholders and the public.

Looking forward to receive continued patronage from all our business partners and associates to become better and strong organization.

The Board of Directors would also place on record the appreciation for the contributions made by the employees at all levels.

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

For Intec Capital Limited

Date : 6th August, 2015

Place : New Delhi

Sanjeev Goel

Managing Director

S.K. Goel

Non-executive Independent Director

Annexure – 2

Corporate Governance Report

Transparency and accountability are the two basic tenets of Corporate Governance. At Intec Capital Limited, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

We consider stakeholders as partners in our success, and we remain committed to maximising stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

1. BOARD OF DIRECTORS

1.1. Composition of the Board

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this Report, the Board consists of Eight Directors comprising one Managing Director, Five Independent Non-Executive Directors, One Non-Executive Nominee Director and One Non Independent Non Executive women Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

1.2 Directors' Attendance Record and details of Directorships/ Committee Positions Held:

During the year 2014-15, 8 (Eight) Board Meetings were held on the following dates:

1) 28th May, 2014	2) 23rd July ,2014
3) 07th August, 2014	4) 24th September, 2014
5) 07th November, 2014	6) 26th November, 2014
7) 13th February, 2015	8) 20th March, 2015

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 24th September, 2014 with particulars of their Directorships and Chairman/Membership of Board Committees of the companies showing the position as on 31st March, 2015 are given below:

Name of Directors	Category of Directorship	No. of Board Meetings Attended	Whether last AGM attended	No. of outside Directorship held as on 31.03.2015		No. of Committee position held in other public companies as on 31.03.2015 (Please See Note -1)		No. of Shares held in the company
				In private Company, Foreign Company and Section 8 Company	In Other Companies excluding Private Company, Foreign Company and Section 8 Company	Chairman	Member	
Mr. Sanjeev Goel	Promoter & Managing Director	8	Yes	2	2	None	None	544464
Mr. S. K. Goel	Independent Non-Executive Director	8	Yes	1	None	None	None	None
Mr. Robindra Gupta (Please See Note -2)	Independent Non-Executive Director	8	Yes	2	None	None	None	None
Mr. Rakesh Kumar Joshi	Independent Non-Executive Director	7	Yes	None	None	None	None	None
Mr. Praveen Sethia	Independent Non-Executive Director	7	Yes	2	1	None	None	18
Mr. Y. L Madan	Independent Non-Executive Director	4	Yes	None	2 (Please See Note - 3)	1	None	None
Mr. Vishal Kumar Gupta	Non-Executive Nominee Director	2	Yes	5	1	None	None	None
Mr. Dhruv Prakash	Independent Non-Executive Director	7	Yes	None	1	None	None	None
Mrs. Ritika Goel	Non Independent Non executive Women Director	NIL	NA	2	1	None	None	None

Note - 1: In accordance with Clause 49 of the Listing Agreement, Memberships/Chairmanships of only Audit Committees and Shareholders'/ Investors' Grievance Committees in all public limited companies (excluding Intec Capital Limited) have been considered.

Note - 2: Mr. Robindra Gupta has retired from the directorship of the company on 20th March, 2015.

Note - 3: The no of directorship mentioned as two (2) is including the directorship from where Mr. Y.L. Madan has resigned on 31.03.2015.

Note - 4: Mrs. Ritika Goel was appointed as Additional Director in the category of Non-executive Non-independent Woman Director in the Board Meeting held on 20th March 2015.

Mrs. Ritika Goel is the spouse of Mr. Sanjeev Goel. None of the other directors are related to any other director on the Board.

1.3. Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Agreement.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013

1.4 Board Independence

Our definition of 'Independence' of Directors is derived from Clause 49 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than the Chairman are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.

1.5 Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Human Resources, Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

1.6 Directors' Induction and Familiarization

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.inteccapital.com>.

1.7 Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters

pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

One meeting of Independent Directors was held during the year on 20th March, 2015.

1.8 Code of Conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Integrity, One Team and Excellence. A copy of the Code has been put on the Company's website (www.inteccapital.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

2. Committees of Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review.

The Board has currently established the following statutory and non-statutory Committees.

2.1. Details of the Board Committees and other related information are provided hereunder:

Audit Committee:

1. **Mr. Praveen Sethia**
Independent Non-Executive Director
Chairman of the Committee
2. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
3. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director

Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee:

1. **Mr. S.K Goel**
Independent Non-Executive Director
Chairman of the Committee
2. **Mr. Sanjeev Goel**
Promoter Director
3. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
4. **Mr. Vishal Kumar Gupta**
Non -Executive Nominee Director
5. **Mr. Robindra Gupta***
Independent Non-Executive Director

Nomination and Remuneration Committee:

1. **Mr. Praveen Sethia**
Independent Non-Executive Director
Chairman of the Committee
2. **Mr. Sanjeev Goel**
Promoter Director
3. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director
4. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
5. **Mr. Y.L Madan**
Independent Non-Executive Director

Operation Review Committee:

1. **Mr. Sanjeev Goel**
Director Member
2. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
3. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director

Corporate Social Responsibility Committee:

1. **Mr. Sanjeev Goel**
Promoter Director
Chairman of the Committee
2. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
3. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director
4. **Mrs. Ritika Goel**
Non-Independent Non-Executive Woman Director

Asset Liability Management Committee (ALCO):

1. **Mr. Sanjeev Goel**
Director Member
Chairman of the Committee

2. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director
3. **Mr. Y.L Madan**
Independent Non-Executive Director
4. **Mr. Arvind Hali**
Executive Member
5. **Mr. Sudhindra Sharma**
Executive Member
6. **Mr. Puhup Srivastava**
Executive Member
7. **Mr. Bharat Sharma**
Executive Member
8. **Mr. Vinay Patel**
Executive Member

Risk Management Committee:

1. **Mr. Sanjeev Goel**
Director Member
Chairman of Committee
2. **Mr. Praveen Sethia**
Independent Non- Executive Director
3. **Mr. Vishal Kumar Gupta**
Non- Executive Nominee Director
4. **Mr. Y.L Madan**
Independent Non- Executive Director
5. **Mr. Arvind Hali**
Executive Member
6. **Mr. Sudhindra Sharma**
Executive Member
7. **Mr. Bharat Sharma**
Executive Member

Treasury Committee Meeting:

1. **Mr. Sanjeev Goel**
Director Member
2. **Mr. Rakesh Kumar Joshi**
Independent Non-Executive Director
3. **Mr. Vishal Kumar Gupta**
Non-Executive Nominee Director
4. **Mr. Y. L Madan**
Independent Non-Executive Director

*Mr.Robindra Gupta has retired from Directorship of the company on 20th March, 2015.

2.2. Meetings of Board Committees held during the year and Directors' attendance:

Meetings of Committees of Board Held during the year and attended by director-member during the year									
Board committee	Audit Committee	Shareholders / Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee	Nomination and Remuneration Committee	Independent Directors Committee (Please see Note -1)	Corporate Social Responsibility	Asset Liability Management Committee	Risk Management Committee	Treasury Committee	Operations Review Committee
Meetings Held	6	9	4	NIL	1	5	4	6	NIL
Directors Attendance									
Mr. Sanjeev Goel	6	9	4	NA	1	5	4	6	NIL
Mr. Y.L Madan	NA	NA	3	NIL	NA	5	1	5	NA
Mr. Praveen Sethia	6	NA	4	NIL	NA	NA	4	NA	NA
Mr. S.K Goel	NA	9	NA	NA	NA	NA	NA	NA	NA
Mr. Robindra Gupta (Please See Note – 2)	NA	NA	NA	NA	Nil	NA	NA	NA	NA
Mr. Rakesh Kumar Joshi	5	9	4	NIL	1	NA	NA	6	NA
Mr. Vishal Kumar Gupta	2	NONE	2	NA	1	NONE	NONE	1	NIL
Mr. Dhruv Prakash	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mrs. Ritika Goel (Please See Note – 3)	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note – 1: This committee was dissolved by Board of Director's in its Meeting held on 7th February 2015

Note – 2: Mr. Robindra Gupta has retired from the Directorship of the company on 20th March 2015

Note – 3: Mrs. Ritika Goel was appointed as Additional Director in the category of Non-executive Non-independent Woman Director in the Board Meeting held on 20th March 2015.

Note – 4: - 'NA' means that Not a member of the Committee

- 'NIL' Means that Director is Member in the committee but 'NIL' meeting held during the year

- 'NONE' Means that Director has attended 'None' meeting during the year

3. Terms of Reference of Other Details of Committees of Board

3.1. Composition and Terms of Reference of Audit Committee

3.1.1. Composition of Audit Committee:

Praveen Sethia (Chairman of the Committee)	Independent Director
Rakesh Kumar Joshi	Independent Director
Vishal Kumar Gupta	Independent Director

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

3.1.2. Powers of the Audit Committee:

- To investigate any activity within its terms of reference

- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

3.1.3. Role of the Audit Committee inter alia, includes the following:

The Audit Committee is responsible for overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- reviewing and examination with management the quarterly financial results before submission to the Board.
- reviewing and examination with management the annual financial statements before submission to the Board and the auditors' report thereon.

- review management discussion and analysis of financial condition and results of operations; review management discussion and analysis of financial condition and results of operations;
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;

In addition to quarterly meetings for consideration of financial results, special meetings of the Audit Committee are convened. In these meetings, the Audit Committee reviews various businesses / functions, business risk assessment and internal audit and control assurance reports of all the major divisions of the Company. The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder. The recommendations of audit committee were duly approved and accepted by the Board.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met six times during the Financial Year ended 31st March, 2015 on the below mentioned dates:

1) 28-05-2014	3) 07-11-2014	5) 13-02-2015
2) 07-08-2014	4) 26-11-2014	6) 20-03-2015

3.2. Composition and Terms of Reference of Shareholders'/ Investors' Grievance Committee Cum Share Transfer Committee Cum Stakeholder's Relationship Committee:

3.2.1. Composition of Committee

Mr. S.K Goel (Chairman of the committee)	Independent Non-Executive Director
Mr. Sanjeev Goel	Executive Director
Mr. Rakesh Joshi	Independent Non-Executive Director
Mr. Vishal Kumar Gupta	Non- Executive Nominee Director

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints.

The SR Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

3.2.2. Terms of Reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities
- Approve issue of the Company's duplicate share /debenture certificates
- Consider, resolve and monitor redressal of investors'/ shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from

time to time and / or enforced by any statutory notification / amendment or modification as may be applicable

- Perform such other functions as may be necessary or appropriate for the performance of its duties

3.2.3. Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of Complaints
Non-Receipt of Annual Reports	1
Non-Receipt of Dividend Warrants/Revalidation of Dividend warrant	8
Non-Receipt of Interest/ Redemption Warrants	-
Non-Receipt of Certificates	-
Total	9

As on March 31, 2015, no complaints were outstanding.

The Share transfer committee met 9 (nine) times during the Financial Year ended 31st March, 2015 on the below mentioned dates:

1) 21-04-2015	4) 15-10-2014	7) 23-12-2014
2) 24-07-2014	5) 03-12-2014	8) 29-12-2014
3) 08-10-2014	6) 09-12-2014	9) 31-12-2014

3.3. Composition and Terms of Reference of Corporate Social Responsibility Committee

3.3.1. Composition of committee:

Mr. Sanjeev Goel Chairman of the Committee	Executive member
Mr. Vishal Kumar Gupta	Non-Executive Nominee Director
Mr. Rakesh Kumar Joshi	Independent Non-Executive Director
Mrs. Ritika Goel	Non Independent Non- Executive Woman Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary.

The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013

Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder
- To recommend the amount of expenditure to be incurred on the CSR activities
- To monitor the implementation of the CSR Policy of the Company from time to time
- To approve the Corporate Sustainability Reports and oversee the implementation of sustainability activities
- To oversee the implementation of policies contained in the Business Responsibility Policy Manual and to make any changes / modifications, as may be required, from time to time and to review and recommend the Business Responsibility Reports (BRR) to the Board for its approval
- To observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary
- To ensure compliance with Corporate Governance norms prescribed under Listing Agreements with Stock Exchanges, the Companies Act and other statutes or any modification or re-enactment thereof
- To advise the Board periodically with respect to significant developments in the law and practice of Corporate Governance and to make recommendations to the Board for appropriate revisions to the Company's Corporate Governance Guidelines
- To monitor the Company's compliance with Corporate Governance Guidelines and applicable laws and regulations and make recommendations to the Board on all such matters and on any corrective action to be taken, as the Committee may deem appropriate
- To review and assess the adequacy of the Company's Corporate Governance Manual, Code of Conduct for Directors and Senior Management, Code of Ethics and other internal policies and guidelines and monitor that principles described therein are being incorporated into the Company's culture and business practices To formulate / approve codes and / or policies for better governance
- To provide correct inputs to the media so as to preserve and protect the Company's image and standing
- To disseminate factually correct information to investors, institutions and the public at large
- To establish oversight on important corporate communication on behalf of the Company with the assistance of consultants / advisors, if necessary

- To ensure institution of standardized channels of internal communications across the Company to facilitate a high level of disciplined participation
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

During the Financial Year ended 31st March, 2015, the Committee met once on 20th March, 2015.

3.4. Composition and Terms of Reference of Risk Management Committee:

3.4.1. Composition of committee:

Mr. Sanjeev Goel Chairman of the Committee	Executive Director
Mr. Vishal Kumar Gupta	Non –Executive Nominee Director
Mr. Praveen Sethia	Independent Non-Executive Director
Mr. Y.L Madan	Independent Non-Executive Director
Mr. Arvind Hali	Executive Member
Mr. Sudhindra Sharma	Executive Member
Mr. Bharat Sharma	Executive Member

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year.

3.4.2. Terms of Reference of the Committee, inter alia, includes the following:

- Implementation of Risk Management Systems and Framework;
- Reviewing the Company's financial and risk management policies;
- Assessing risk and minimizing the procedures;
- Framing, implementing and monitoring the risk management plan for the Company.

During the Financial Year ended 31st March, 2015, the Committee met 4 (four) times on the below mentioned dates:

1) 19-04-2014	3) 26-11-2014
2) 29-05-2014	4) 20-03-2015

3.5. Composition And Terms Of Reference Of Nomination And Remuneration Committee:

3.5.1. Composition of the Committee:

Mr. Praveen Sethia Chairman of the Committee	Independent Non-Executive Director
Mr. Sanjeev Goel	Executive Director
Mr. Vishal Kumar Gupta	Non-Executive Nominee Director
Mr. Rakesh Kumar Joshi	Independent Non-Executive Director
Mr. Y.L Madan	Independent Non-Executive Director

In terms of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

3.5.2. Terms of Reference of the Committee, inter alia, includes the following:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

During the Financial Year ended 31st March, 2015, the Committee met 4 (four) times on the below mentioned dates:

1) 24-09-2014	3) 13-02-2015
2) 13-05-2014	4) 20-03-2015

3.5.3. Remuneration Policy

During the Year ended 31st March, 2015, the Executive and Non-Executive Directors (NEDs) are paid sitting fees for attending the Meetings of the Board of Directors, which are within the limits prescribed by the Central Government. The Company pays a sitting fee of ₹5,000 (Rupees Five thousand only) to each NED and to Executive for every Board meeting or Board constituted Committee Meeting attended by such Director.

Mr. Sanjeev Goel, Managing Director of the company is paid remuneration along with sitting fee pursuant to the approval of the Members, Board of Directors and Remuneration Committee of the Board. The salary, benefits and perquisites paid during the year 2014-15 were:

Name	Designation	Salary (₹)	Others (₹)	Total (₹)	Service Contract
Mr. Sanjeev Goel	Managing Director	100,00,000	40,000	1,00,40,000.00	5 Years (w.e.f. 01.04.15)

3.6. Composition and Terms of Reference of Asset Liability Management Committee (ALCO):

3.6.1. Composition of Committee:

Mr. Sanjeev Goel Chairman of the Committee	Executive Director
Mr. Vishal Kumar Gupta	Non- Executive Nominee Director
Mr. Y. L Madan	Independent Non- Executive Director
Mr. Arvind Hali	Executive Member
Mr. Sudhindra Sharma	Executive Member
Mr. Puhup Srivastava	Executive Member
Mr. Bharat Sharma	Executive Member
Mr. Vinay Patel	Executive Member

3.6.2. Terms of Reference of the Committee, inter alia, includes the following:

The Asset Liability Management Committee (ALCO) was constituted during the year. The objective of the Committee is to identify, quantify, integrate, monitor, manage and control the different type of risks associated with NBFC. The Committee is responsible for assisting the Board of Directors in Balance Sheet planning, putting in place a progressive risk management system, developing a risk return perspective including the strategic management of interest and liquidity risk.

During the Financial Year ended 31st March, 2015, the Committee met 5 (five) times on the below mentioned dates:

1) 17-05-2014	3) 26-11-2014	5) 20-03-2015
2) 29-08-2014	4) 21-02-2015	

3.7. Composition and Terms of Reference of Treasury Committee

3.7.1. Composition of Committee:

Mr. Sanjeev Goel Chairman of the Committee	Executive Director
Mr. Rakesh Kumar Joshi	Independent Non- Executive Director

Mr. Y. L Madan	Independent Non- Executive Director
Mr. Vishal Kumar Gupta	Non- Executive Nominee Director

3.7.2. Terms of Reference of the Committee, inter alia, includes the following:

- Review the Company's financial policies, risk assessment and minimisation procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable
- Review banking arrangements and cash management
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimization of borrowing costs
- Give guarantees/issue letters of comfort/providing securities within the limits approved by the Board
- Borrow money by way of loan for the purpose of refinancing the existing debt, capital expenditure general corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board
- Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board
- Approve opening and operation of Investment Management Accounts with foreign banks and appoint them as agents, establishment of representative/sales offices in or outside India
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee

Delegate authorities from time to time to the executives/ authorized persons to implement the Committee's decisions

- Review regularly and make recommendations about changes to the charter of the Committee

During the Year ended 31st march, 2015, the committee met 6 (Six) times on the below mentioned dates:

1) 07-08-2014	3) 29-10-2014	5) 12-01-2015
2) 24-09-2014	4) 26-11-2014	6) 13-02-2015

3.8. Composition and Terms of Reference of Independent Directors Committee

3.8.1. Composition of Committee

Mr. Praveen Sethia	Chairman of the Committee being Independent Non- Executive Director
Mr. Rakesh Kumar Joshi	Independent Non- Executive Director
Mr. Y. L Madan	Independent Non- Executive Director

During the period under review, no meeting held and the committee was dissolved in the board meeting held on 13th February, 2015.

3.8.2. Term of Reference

The committee was formed in pursuant to open offer triggered by Acquirers of the Intec Capital Limited and in terms of Regulation 26(6) read with regulation 26(7) of SEBI, SAST, 2011 as amended upto date and the objective was to give written reasoned recommendations on open offer to the shareholders of Intec Capital Limited.

5. General Body Meetings

5.1. Details of location and time of holding the last three AGM:

Financial Year	Venue	Date	Time	Special Resolution passed
2013-2014	B.C. Pal Memorial Auditorium, A-81, Chitranjan Park, New Delhi-110019	24th September, 2014	11.00 a.m	Yes
2012-2013	B.C. Pal Memorial Auditorium, A-81, Chitranjan Park, New Delhi-110019	25th September, 2013	4.00 p.m	Yes
2011-2012	B.C. Pal Memorial Auditorium, A-81, Chitranjan Park, New Delhi-110019	20th September, 2012	10.00 a.m	Yes

The Chairman of the Audit Committee was present at all the above AGMs.

3.9. Composition and Terms of Reference of Operations Review Committee

3.9.1. Composition of Committee

Mr. Sanjeev Goel	Chairman of the Committee being Managing Director
Mr. Vishal Kumar Gupta	Non-executive Nominee Director
Mr. Rakesh Kumar Joshi	Independent Non- Executive Director

3.9.2. The terms of reference of the Committee

The committee was constituted in terms of shareholders agreement entered by the company. The objective of the committee was to review the monthly performance of the business.

4. Subsidiary Company Monitoring Framework

All subsidiary company are Board managed with their Boards having the rights and obligations to manage such company in the best interest of their stakeholders. The Company does not have any material unlisted subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any subsidiary.

The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee.
- Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

5.2. Passing of Resolution by Postal Ballot:

During the Year ended 2014-15, the company has passed the following resolutions through Postal ballot:

5.2.1. To borrow in terms of Section 180(1)(c) of the Companies Act, 2013 and Section 180(2) and other applicable provisions and rules if any, of the Companies Act, 2013, 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 ₹ 5,00,00,00,000/- (Rupees Five Hundred crore only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed ₹ 2,00,00,00,000/- (Rupees Two Hundred crore only), both of which shall be within the overall borrowings limits including sums so borrowed and remaining outstanding on account of principal amount and such sum shall not, at any time, exceed ₹ 15,00,00,00,000/- (Rupees One Thousand Five Hundred crore only)."

The details of the voting pattern in respect of Special Resolution passed for the aforesaid was as under:

Promoter/Public	No. of Shares Held	No. of Votes polled		% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		Ballot Form	e-voting					
Promoter and Promoter Group	13710664	1998235	11012429	94.89	13010664	Nil	100%	Nil
Public – Institutional holders	NA	NA	NA	NA	NA	NA	NA	Nil
Public – Others	4655586	600	3951903	84.90	3952503	Nil	100%	Nil
Total	18366250	1998835	14964332	92.36	16963167	Nil	100%	Nil

5.2.2. For creation of charges / mortgages in respect of borrowings in terms of Section 180(1) (a) of the Companies Act, 2013, 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 ₹ 5,00,00,00,000/- (Rupees Five Hundred crore only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed ₹ 2,00,00,00,000/- and provided further that the total amount of such loans/borrowings shall not exceed at any time ₹ 15,00,00,00,000/- (Rupees One Thousand Five Hundred crore only) together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

The details of the voting pattern in respect of Special Resolution passed for the aforesaid was as under:

Promoter/Public	No. of Shares Held	No. of Votes polled		% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		Ballot Form	e-voting					
Promoter and Promoter Group	13710664	1998235	11012429	94.89	13010664	Nil	100%	Nil
Public – Institutional holders	NA	NA	NA	NA	NA	NA	NA	Nil
Public – Others	4655586	600	3951903	84.90	3952503	Nil	100%	Nil
Total	18366250	1998835	14964332	92.36	16963167	Nil	100%	Nil

5.2.3. For the purpose of issuing through Private placement 440 rated Listed fully secured Non-Convertible debentures bearing face value of ₹25,00,000/- (Rupees Twenty Five lakhs) each aggregating upto ₹110,00,00,000 (Rupees one Hundred Ten Core) pursuant to Section 42, of and applicable provisions of Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended /enacted/re-acted from time to time, any other applicable laws including SEBI Regulations.

The details of the voting pattern in respect of Special Resolution passed for the aforesaid was as under:

Promoter/Public	No. of Shares Held	No. of Votes polled		% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		Ballot Form	e-voting					
Promoter and Promoter Group	13710664	1998235	11012429	94.89	9364522	3646142	71.97%	28.02
Public – Institutional holders	NA	NA	NA	NA	NA	NA	NA	Nil
Public – Others	4655586	600	3951903	84.90	3951678	825	99.98%	0.02
Total	18366250	1998835	14964332	92.36	13316200	3646967	78.50%	21.49

5.2.4. For giving of loans/ guarantees, providing of securities and making of investments in securities in terms of section 186 and other applicable provision of the Companies Act, 2013 to : i) give any loan to any person or other body corporate, ii) give any guarantee or providing security in connection with a loan to any other body corporate or person up to an amount, the aggregate outstanding of which should not exceed, at any given time ₹ 1500 crore (Rupees One Thousand and Five Hundred crore) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

The details of the voting pattern in respect of Special Resolution passed for the aforesaid was as under:

Promoter/Public	No. of Shares Held	No. of Votes polled		% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		Ballot Form	e-voting					
Promoter and Promoter Group	13710664	1998235	11012429	94.89	13010664	Nil	100%	Nil
Public – Institutional holders	NA	NA	NA	NA	NA	NA	NA	Nil
Public – Others	4655586	600	3951903	84.90	3951678	825	99.98%	0.02
Total	18366250	1998835	14964332	92.36	16962342	825	78.50%	0.05

5.3. Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large

During the period under review, the Company had not entered into any material transaction with any of its related parties.

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transaction with related parties set out Standalone Financial Statements, forming part of the Annual Report.

All related party transactions are negotiated on an arm's length basis, and are intended to further the Company's interests.

5.4. Details of non-compliance by the Company, penalties and strictures imposed on the Company

There has not been any instance of non-compliances by the company and no penalties, strictures are imposed on the Company by the Stock Exchanges or SEBI, RBI or any statutory authority, on any matter related to the Capital Markets, during the last three years.

5.5. Whistle Blower policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

5.6. Means Of Communication

The Company has timely disclosed the corporate financial performance such as Quarterly/ Half Yearly/ Annual Results in the newspapers as well uploaded the same on the website of the Company. During the year the Company had published the Financial Results in 'Business Standard' (English & Hindi), 'The Financial Express' (English), and 'Jansatta' (Hindi) and Haribhoomi (Hindi). The Financial Results are also uploaded on Company's website i.e. www.inteccapital.com.

5.7. Website

The Company's website (www.inteccapital.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

5.8. Annual Report

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors'

Report, Auditors' Report and other important information is circulated to members and others entitled thereto.

5.9. Chairman's Communique

The printed copy of the Chairman's speech is distributed to shareholders at Annual General Meetings. The document is also placed on the Company's website (www.inteccapital.com) and sent to Stock Exchanges.

5.10. Reminder to Investors

Reminders for unclaimed shares, unpaid dividend/unpaid interest are sent to shareholders as per records every year.

5.11. BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

5.12. SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

5.13. Shareholders' Feedback Survey

The Company had sent feedback forms seeking shareholders' views on various matters relating to investor services and Annual Report 2013-14. The feedback received from shareholders was placed before the Stakeholders' Relationship Committee

6. General Shareholder Information

6.1. Company Registration Detail

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74899DL1994PLC057410.

6.1.1. 21st Annual General Meeting

Date	: 24th September 2015
Time	: 11:00 AM
Venue	: B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019
Financial Year	: 01st April 2014 to 31st March 2015

6.1.2. Date of Book Closure

The Register of Members & Share Transfer Books of the Company will remain closed from 23rd September 2015 to 24th September 2015 for the purpose of 21st Annual General Meeting (AGM) of the Company to be held on 24th September 2015.

6.1.3. Dividend Payment Date

The Company has declared Final Dividend on 6th August 2015 subject to the approval of shareholders in the ensuing 21st Annual General Meeting of the Company and will be disbursing the same on and after 01st October, 2015, in case approval is obtained.

6.1.4. Listing on Stock Exchanges

The equity shares of the Company are listed at following Stock Exchanges:-

Name of the Stock Exchanges	Address of the Stock Exchange	Stock Code
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	526871
Delhi Stock Exchange Limited	DSE House,3/1, Asaf Ali Road, New Delhi-110002	109199

The Annual Listing fees for the Year 2014-2015 have been paid to the Delhi Stock Exchange Limited and BSE Limited.

6.1.5. Payment of Depository Fees

The Annual Custody/Issuer fee for the year 2014-15 has been be paid by the Company to NSDL and CDSL.

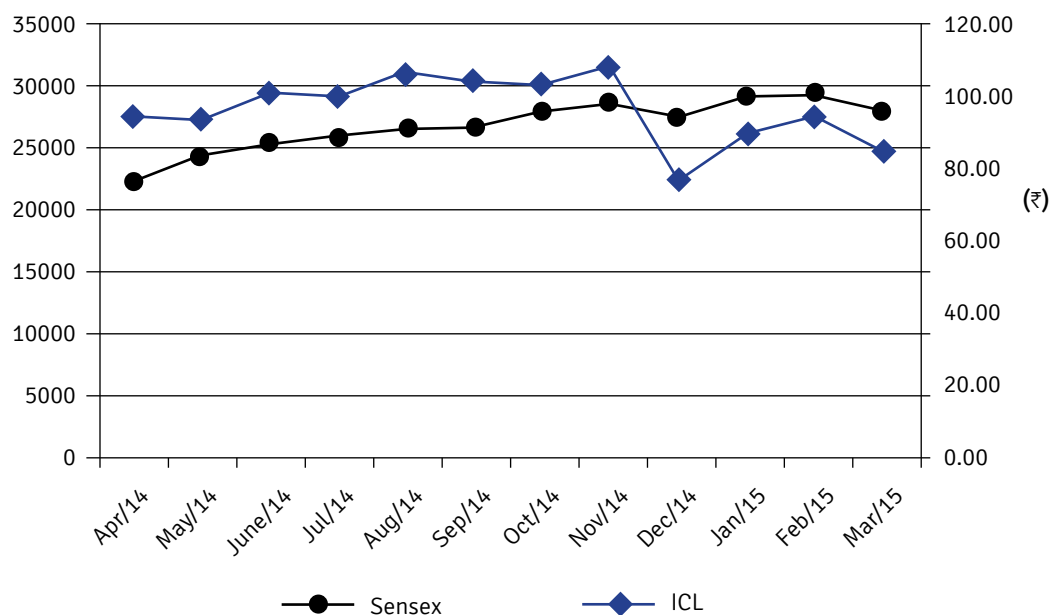
6.1.6. Market Price Data

High/Low market price of the Equity shares of face value of ₹ 10/- each of the Company traded on Bombay Stock Exchange Limited with comparative indices during the period 01st April, 2014 to 31st March, 2015 is furnished below:

Month	Intec Capital Limited		BSE Sensex	
	High Price (₹)	Low Price (₹)	High Price	Low Price
April - 2014	108.00	89.40	22939.31	22197.51
May - 2014	110.00	73.10	25375.63	22277.04
June - 2014	108.00	76.00	25725.12	24270.20
July - 2014	109.50	90.00	26300.17	24892.00
August - 2014	108.55	103.10	26674.38	25232.82
September - 2014	110.00	100.05	27354.99	26220.49
October 2014	112.60	98.00	27894.32	25910.77
November - 2014	110.00	75.00	28822.37	27739.56
December - 2014	101.00	74.35	28809.64	26469.42
January - 2015	103.00	83.00	29844.16	26776.12
February - 2015	103.00	73.00	29560.32	28044.49
March - 2015	108.00	89.40	30024.74	27248.45

6.1.7. Performance of closing share price of the Company in comparison to BSE Sensex:

INTEC CAPITAL LIMITED vs. BSE SENSEX



6.1.8. Registrar and Share Transfer Agents

Beetal Financial & Computer Services (P) Limited is the Registrar and Share Transfer Agent for the Equity Shares of the Company both in the Demat and Physical forms.

Beetal Financial & Computer Services Private Limited

Beetal House, 03rd Floor, 99 Madangir, New Delhi-110 019

Phone: 91-11-29961281 (6 Lines)

Fax: 91-11-29961284

E-mail: beetalrta@gmail.com

6.1.10. Share Transfer System

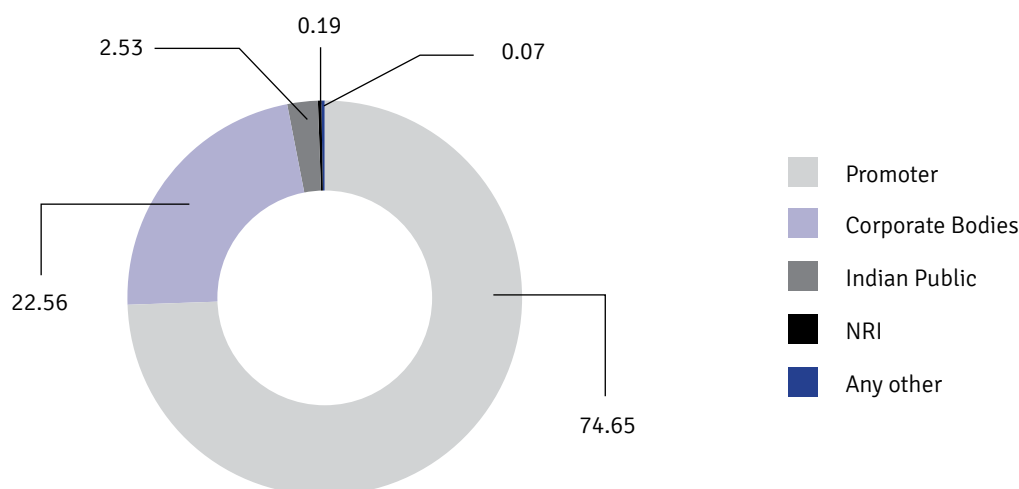
Share transfers are processed and share certificates duly endorsed are returned within a period of seven days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Managing Director and/or Company Secretary. A summary of transfer/transmission of securities of the Company so approved by the Managing Director/Company Secretary is placed at every Board meeting / Stakeholders Relationship Committee (earlier Shareholders'/Investors' Grievance Committee). The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

6.1.11. Distribution of Shareholding and Shareholding pattern as on 31st March, 2015

S. N.	Category	No. of Shares held	Percentage of Share holding
A	Promoters' Shareholding:		
	1. Promoters		
	a. Indian Promoters	10064522	54.80
	b. Foreign Promoters	3646142	19.85
	Sub-Total	13710664	74.65
B	Non- Promoters Holding:		
	1. Institutional Investors		
	a. Mutual Funds and UTI	Nil	Nil
	b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/Non-Government Institutions)	Nil	Nil
	c. FIIs	Nil	Nil
	Sub-Total	Nil	Nil
C	1. Others:		
	a. Corporate Bodies	4156288	22.63
	b. Indian Public	458985	2.50
	c. NRIs/OCBs	40313	0.22
	Sub-Total	4655586	25.35
	Grand Total	18366250	100.00

ADR / GDR: There is no ADR and GDR holding.

Shareholding pattern as on 31 March 2015



6.1.12. Distribution of Shareholding as on 31st March, 2015

Shareholding of Nominal Value	Shareholders		Paid-up Value	
	Number	% to total	Amount In ₹	% to total
Upto – 5000	1,091	81.97	1,914,180.00	1.0422
5001 – 10000	125	9.39	917,780.00	0.4997
10001 – 20000	75	5.63	1,020,950.00	0.5559
20001 – 30000	5	0.38	111,790.00	0.0609
30001 – 40000	4	0.30	140,780.00	0.0767
40001 – 50000	6	0.45	280,200.00	0.1526
50001 – 100000	7	0.53	509,140.00	0.2772
100001 & Above	18	1.35	178,767,680.00	97.3349
TOTAL	1331	100.00	183,662,500.00	100.00

6.1.13. Dematerialization of Shares

42,231(0.230%) and 1,80,56,283(98.312%) Equity Shares of the Company are held in Dematerialized form in Central Depository Services (India) Limited (CDSL) & National Securities Depository Limited (NSDL) as on 31st March, 2014 and 2,67,736 (28.12%) Equity Shares are held in Physical form, out of 1,83,66,250 of the Total Paid-up Equity Share Capital of the Company.

The Equity Shares of the Company are available for trading in both the depositories viz. NSDL and CDSL. The ISIN of the Equity Shares of the Company is INE017E01018.

6.1.14. Outstanding ADR/GDR/Warrants or any Convertible Instruments

The Company has not issued any GDRs/ ADRs. Further the Company has no outstanding warrants or any convertible instruments as on 31st March, 2014.

6.1.15. Plant Locations

The Company is not a manufacturing unit hence it has no plants.

6.1.16. Address for Correspondence

Mr. Puneet Sehgal
Compliance Officer
Intec Capital Limited
701, Manjusha, 57
Nehru Place, New Delhi-110 019, India
Ph: 011-46522200/300,
Fax: 011-46522333
E-mail: complianceofficer@inteccapital.com

6.1.17. Compliance Certificate

Certificate from the Practicing Company secretary, Krishna Kumar Sharma & Co. Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is attached to this Report.

6.1.18. Adoption of Mandatory and Non- Mandatory Requirements of Clause 49

The Company has complied with all mandatory requirements of the Clause 49 of the Listing Agreement. The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement:

6.1.19. Remuneration Committee

The Company has, Nomination and Remuneration Committee meeting the requirements of Clause 49 of the Listing Agreement and the Companies Act, 2013.

6.1.20. Audit Qualification

The Company is in the regime of unqualified financial statements.

6.1.21. CEO and CFO Certification

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL).

Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

Annexure – 3

Corporate Governance Compliance Certificate

CIN of the Company: L74899DL1994PLC057410

Nominal Capital: 500,000,000/-

To
The Members
Intec Capital Limited
701, Manjusha,
57, Nehru Place, New Delhi – 110019

We have examined all relevant records of Intec Capital Limited (the Company) for the purpose of certifying the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31st March, 2015. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the record produced explanations and information furnished, we certify that the Company has complied with the conditions, provisions of the Clause 49 of the Listing Agreement.

For Krishna Kumar Sharma & Co.
(Company Secretaries)

(CS Krishna Kumar Sharma)
Proprietor
CP NO.7747

Date : 6th August, 2015

Place : New Delhi

Annexure – 4

Declaration of the Managing Director on the Code of Conduct

This is to certify that the Company has laid down Code of Conduct for all the Board Members and Senior Management of the Company and the copy of the same are uploaded on the website of the Company- www.inteccapital.com

Further certified that the Members of the Board of Directors and Senior Management have affirmed having complied with the Code applicable to them during the year ended 31st March, 2015.

For Intec Capital Limited

Date : 6th August, 2015
Place : New Delhi

Sanjeev Goel
Managing Director

Annexure – 5

Managing Director and Chief Financial Officer Certification

To
The Board of Directors,
Intec Capital Limited
701, Manjusha,
57 Nehru Place, New Delhi-110 019

Sub. : Certification as per Clause 49(XI) of the Listing Agreement

Dear Sir,

We, Sanjeev Goel, Managing Director and Sudhindra Sharma, Chief Financial Officer of the Company certify to the Board of Directors that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we confirm that there are no deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the auditors and the Audit Committee that there is:
 - (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year;
 - (iii) no instances of fraud in the company has come to our knowledge.

For Intec Capital Limited

Date : 6th August, 2015
Place : New Delhi

Sanjeev Goel
Managing Director

Sudhindra Sharma
Chief Financial Officer

Annexure – 6

Form No. AOC – 1 related to Statements under section 129(3) of the Companies Act, 2013 of the subsidiary company viz. Amulet Technologies Limited

Form AOC-I Annexure

(Pursuant to first provision to sub-section(3)of section129read with rule 5 of Companies(Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associatecompanies/jointventures

Part“A”:Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1. Sl.No.
2. Name of the subsidiary - M/s. Amulet Technologies Limited
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period – N/A
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. – N/A
5. Share capital – ₹ 25, 00,000.00
6. Reserves & surplus – ₹ (7, 83,700.00)
7. Total assets – ₹ 12, 77, 07,079.00
8. Total Liabilities – ₹ 12, 77, 07,079.00
9. Investments - Nil
10. Turnover - Nil
11. Profit before taxation – ₹ (3,69,105.00)
12. Provision for taxation - Nil
13. Profit after taxation – ₹ (3, 69,105.00)
14. Proposed Dividend - Nil
15. %of share holding - 99.99%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates / Joint Ventures	Name 1	Name 2	Name 3
1. Latest audited Balance Sheet Date	NA	NA	NA
2. Shares of Associate/Joint Ventures held by the company on the year end	NA	NA	NA
No.	NA	NA	NA
Amount of Investment in Associates/Joint Venture	NA	NA	NA
Extend of Holding %	NA	NA	NA
3. Description of how there is significant influence	NA	NA	NA
4. Reason why the associate/joint venture is not consolidated	NA	NA	NA
5. Net worth attributable to Share holding as per latest audited Balance Sheet	NA	NA	NA
6. Profit/ Loss for the year	NA	NA	NA
i. Considered in Consolidation	NA	NA	NA
ii. Not Considered in Consolidation	NA	NA	NA

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Annexure – 7

Extract of Annual Return in MGT-9 as on the Financial Year End

MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1994PLC057410
ii.	Registration Date	15th February, 1994
iii.	Name of the Company	Intec Capital Limited
iv.	Category/Sub-Category of the Company	Public Company/Limited by shares
v.	Address of the Registered office and contact details	701, Manjusha, 57, Nehru Place, New Delhi-110019 Tel No.011-46522200/300 Fax No.011-46522333
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, If any	Beetal financial & computer Services Pvt. Limited Beetal House, 99 Madangir Near Dada Harsukhdas mandir, New Delhi-110062

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Company	6592	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding / Subsidiary /Associate	%of shares held	Applicable Section
1	Amulet Technologies Limited 808,Manjusha 57, Nehru Place, New Delhi-110019	U74140DL2011PLC217880	100% wholly owned Subsidiary	99.99 %	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 30th June, 2015				No. of Shares held at the end of the year 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	544464	-	544464	2.96	544464	-	544464	2.96	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	9520058	-	9520058	51.83	9520058	-	9520058	51.83	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	13710664	-	13710664	54.80	13710664	-	13710664	54.80	Nil
2) Foreign	-	-	-	-	-	-	-	-	-
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	3646142	-	3646142	19.85	3646142	-	3646142	19.85	Nil
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	3646142	-	3646142	19.85	3646142	-	3646142	19.85	Nil
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	4143381	-	3966541	22.56	4156288	-	4145188	22.63	0.07
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	439359	-	183248	2.39	414909	240312	174597	2.67	0.28

Category of Shareholders	No. of Shares held at the beginning of the year 30th June, 2015				No. of Shares held at the end of the year 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	26385		26385	0.14	44076		44076	0.24	0.10
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	4655586		4191311	25.35	4655586		4387850	25.35	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	--	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	--	-
Grand Total (A+B+C)	18366250		17901975	100.00	18366250		18098514	100.00	Nil

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Sanjeev Goel	544464	2.96	-	544464	2.96	-	Nil
2.	Intec Infonet Private Limited	65400	0.36	-	65400	0.36	-	Nil
3.	Intec Worldwide Private Limited	519267	2.83	-	519267	2.83	-	Nil
	India Business Excellence Fund-II	2284356	12.44	-	2284356	12.44	-	Nil
	India Business Excellence Fund-IIA	3646142	19.85	-	3646142	19.85	-	Nil
	Pantec Devices Private Limited	4497264	24.49	-	4497264	24.49	-	Nil
	Pantec Consultants Private Limited	1453771	7.92	-	1453771	7.92	-	Nil
	Escrow Account- India Business Excellence Fund-II	700000	3.81	3.81	700000	3.81	3.81	Nil
	Total	13710664	74.65	3.81	13710664	74.65	3.81	Nil

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		Nil	Nil	Nil
	At the End of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	44,928.51	4,307.17	-	49,235.68
ii) Interest due but not paid	89.04	72.91	-	161.95
iii) Interest accrued but not	59.20	286.67	-	345.87
Total (i + ii + iii)	45,076.75	4,666.75		
Change in Indebtedness during the financial year				
- Addition	16,185.02	-	-	16,185.02
- Reduction	10,905.50	2,589.92	-	13,495.42
Net Change	5,279.52	(2,589.92)	-	2,689.60
Indebtedness at the end of the financial year				
i) Principal Amount	50,208.03	1,717.24	-	51,925.27
ii) Interest due but not paid	130.31	37.35	-	167.66
iii) Interest accrued but not due	258.60	254.65	-	513.25
Total (i + ii + iii)	50,596.94	2,009.24	-	52,606.18

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Sanjeev Goel	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	100.00	100.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission		
	- as % of profit	NIL	NIL
	- Others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
6.	Total(A)	100.00	100.00
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		101.47

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of other Directors					Total Amount	
		Mr. Praveen Sethia	Mr. Robindra Gupta	Mr. Y L Madan	Mr. Rakesh Kumar Joshi	Mr. S K Goel		Mr. Dhruv Prakash
	Independent Directors							
	• Fee for attending board committee meetings	0.35	0.40	0.20	0.35	0.40	0.35	2.05
	• Commission	-	-	-	-	-	-	-
	• Others, please specify							
	Total(1)	0.35	0.40	0.20	0.35	0.40	0.35	2.05
		Mr. Vishal Kumar Gupta						
	Other Non-Executive Directors							
	• Fee for attending board committee meetings	0.10	-	-	-	-	-	0.10
	• Commission							
	• Others, please specify							
	Total(2)	0.10	-	-	-	-	-	0.10
	Total(B)=(1+2)	0.45	0.40	0.20	0.35	0.40	0.35	2.15
	Total Managerial Remuneration							102.15*
	Overall Ceiling as per the Act	₹ 101.47 lakhs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary (Mr. Puneet Sehgal)	CFO (Mr. Sudhindra Sharma)	
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		13.68	25.63	39.31
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2.	Stock Option		-	-	-
3.	Sweat Equity		-	-	-
4.	Commission				
	- as % of profit		-	-	-
	- Others, specify				
5.	Others, please specify		2.02	4.63	6.65
6.	Total	15.70	30.26	45.96	

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Annexure – 8

Annual Report on Corporate Social Responsibility (CSR)

Corporate Social Responsibility (CSR) Annual Report on CSR Activities
[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies
(Corporate Social Responsibility) Rules, 2014]

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Sr. No.	Particulars	Remarks
1.	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and	Intec Capital ('Company') has developed this Policy titled 'Intec's CSR Policy' (Policy) encompassing the Company's philosophy for being a responsible corporate citizen and lays down the principles and mechanisms for undertaking various programs in accordance with section 135 of the Companies Act, 2013 ('the Act') for the community at large . The Company is committed to play a broader role in the communities in which it operates by way of supporting various initiatives through funding, fund raising and/or volunteering activities. In order to achieve its goal, the company will undertake and support the under privileged children in following manner: a) Providing elementary education b) Providing vocational knowledge c) Providing Financial literacy and Mathematical enhancement d) Eradication of poverty and providing basic amenities of Food, shelter and health to such children.
2.	A reference to the web-link to the CSR policy and project or programs.	www.inteccapital.com <CSR
3.	The Composition of the CSR Committee.	Mr. Sanjeev Goel - Managing Director Mr. Vishal Kumar Gupta - Non Executive Nominee Director Mr. Rakesh Kumar Joshi - Non-Executive Director Mrs. Ritika Goel - Non Executive Non Independent Director
4.	Average net profit of the Company for last three financial years.	Average Net Profit for last three previous year 2011-12 2012-13 and 2013-14 was ₹2013.91 (lakhs)
5.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	₹40.28 lakhs
6.	Details of CSR spent during the financial year:	

a) Total amount to be spent for the financial year		₹40.28 lakhs						
b) Amount unspent, if any;		₹37.93 lakhs						
c) Manner in which the amount spent during the financial year is detailed below								
	1	2	3	4	5	6	7	8
Sr No.	CSR project/ activity identified	Sector in which the Project is covered	Projects / Programmes 1.Local area/ others- 2.specify the state /district (Name of the District/s, State/s where project / programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: 1.Direct expenditure on project, 2.Overheads:	Cumulative Spend upto to the reporting period.	Amount spent: Direct/ thro ugh implementing agency*	
1	Girl's Education who are from economically weaker section	Education	East of Kailash Colony, New Delhi	₹40.28 (lakhs)	₹ 2.35 (lakhs)	-	-	
	TOTAL			₹40.28 (lakhs)	₹ 2.35 (lakhs)			
7.	In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.							
8.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company							
Mr. Rakesh Kumar Joshi Non-executive Independent Director				Mr. Sanjeev Goel, Managing Director Chairman CSR Committee				

Annexure – 9

Form No. AOC-2 for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto in Format AOC-2

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis :		
(a)	Name(s) of the related party and nature of relationship	N.A
(b)	Nature of contracts/arrangements/transactions :	N.A
(c)	Duration of the contracts / arrangements/transactions	N.A
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A
(e)	Justification for entering into such contracts or arrangements or transactions	N.A
(f)	date(s) of approval by the Board	N.A
(g)	Amount paid as advances, if any:	N.A
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A
2. Details of material contracts or arrangement or transactions at arm's length basis		
(a)	Name(s) of the related party and nature of relationship	As per Exhibit-1
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e)	Date(s) of approval by the Board, if any:	
(f)	Amount paid as advances, if any:	

Form shall be signed by the persons who have signed the Board's report.

For Intec Capital Limited

Sanjeev Goel
Managing Director

Date: 06.08.2015

Place: New Delhi

Exhibit-1 to Annexure-9

2. Details of material contracts or arrangement or transactions at arm's length basis

	(a)	(b)	(c)	(d)	(e)	(f)
	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
1	Mr. Dhruv Prakash; Acting as Non Independent Director in the director	Provides advisory and other allied services to Board of Directors in the Board Meeting and to Committees of the Board viz. Remuneration committee etc. as to the Managing Directors as required from time to time	1st August, 2014-31st March, 2015	Providing advisory and other allied services to Board of Directors in the Board Meeting and to Committees of the Board viz. Remuneration committee etc. as to the Managing Directors as required from time to time Total Payment under this contract doesn't exceed 10,00,000 p.a. plus applicable taxes	07th August, 2014	10.00
2	Mr. Praveen Sethia; Acting as Non Independent Director in the director	Provides advisory and other allied services to business development, procurement, consultancy services relating to strategic issues etc.	1st April, 2014-31st March, 2017	Providing advisory and other allied services to business development, procurement, consultancy services relating to strategic issues etc. Total Payment under this contract doesn't exceed 1.44 cr p.a. plus service tax which shall be enhanced by 10-20% on yearly basis.	07th August, 2014	66.62
3	Mr. Y.L Madan; Acting as Non Independent Director in the director	Provides advisory and other allied services to Board of Directors and to Managing Directors time to time.	07th August, 2014 to 31st March, 2015	Provides advisory and other allied services to Board of Directors and to Managing Directors time to time. The company shall pay ₹ 4,00,000 per annum plus applicable taxes.	07th August, 2014	4.00
4	Intec Infonet Pvt. Ltd	Consumables and Maintenance -charges/ Purchase of Assets/other purchase	1st April, 2014-31st March, 2015	Consumables and Maintenance -charges/ Purchase of Assets/other purchase	Intec Infonet Pvt. Ltd	48.58

5	Lakshmi Precision Screws Ltd	Loan Transactions	1st April, 2014-31st March, 2015	Interest and Loan Transactions	Lakshmi Precision Screws Ltd	Interest paid ₹ 70.53 lakhs, Loan repaid ₹ 143.78 lakhs, further a fresh loan of ₹ 136.05 lakhs was also disbursed during FY 2014-15. Closing balance as on 31.03.2015 ₹ 455.05 lakhs
6	Amulet Technologies Ltd	Loan Transactions	1st April, 2014-31st March, 2015	Interest and Loan Transactions	Amulet Technologies Ltd	Interest accrued ₹ 98.49 lakhs, fresh loan paid ₹ 13.69 lakhs
7	Mr. Sudhindra Sharma	Salary and other Remuneration	1st April, 2014-31st March, 2015	Salary and other Remuneration	Mr. Sudhindra Sharma	32.73
8	Mr. Puneet Sehgal	Salary and other Remuneration	1st April, 2014-31st March, 2015	Salary and other Remuneration	Mr. Puneet Sehgal	18.21

Annexure – 10

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Intec Capital Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Intec Capital Limited (herein after called “the company”). Secretarial Audit was conducted in a manner that provided us an able basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Intec Capital Limited books, papers, minute books, forms and returns filed and other records maintained and also the information and explanation furnished and representation made to us by the Company, its officers, agent and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after:

We have examined the books, papers, minutes’ books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) / 1956 (to the extent as applicable) and the rules made there under and circular and notification issued by MCA from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rule made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable as the Company has not issued any Capital during the financial year ended on 31.03.2015;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable as the Company has not issued any ESOP Scheme during the financial year ended on 31.03.2015;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable as the Company has not exercised the option of delisting of equity share during the financial year ended on 31.03.2015; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable as the Company has not buyback any of its security during the financial year ended on 31.03.2015.

(vi) Other Applicable Acts,

- (a) The Minimum wages Act, 1948 and rules made thereunder,
- (b) Employees' State Insurance Act, 1948 and rules made thereunder,
- (c) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder,
- (d) Payment of Gratuity Act, 1972 and rules made thereunder,
- (e) The Maternity Benefit Act, 1961 and rules made thereunder,
- (f) The Industrial Employment (Standing Orders) Act, 1946 and rules made thereunder,
- (g) The Employees' Compensation Act, 1923 and rules made thereunder,
- (h) Equal Remuneration Act, 1976 and rules made thereunder,
- (i) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959 and rules made thereunder,
- (j) The Reserve Bank of India Act, 1934 (to the extent as applicable) and rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India not compulsorily applicable as the same was not in effect during the financial year ended on 31.03.2015. It is in force w. e. f 01st July, 2015.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Delhi Stock Exchange.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at leasts even days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Sudhanshu Singhal & Associates
Company Secretaries**

Sd/-
Sudhanshu Singhal
Prop.
M. No. FCS No. 7819
C. P. No. 8762

Place: New Delhi
Date: 16.07.2015

Note:- This report is to be read our letter of even date which is annexed as 'ANNEXURE-A' and forms an integral part of this report.

ANNEXURE-A to Secretarial Audit Report

To,
The Members,
Intec Capital Limited
701, Manjusha Building,
57, Nehru Place, New Delhi- 110019

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Sudhanshu Singhal & Associates
Company Secretaries

Sd/-
Sudhanshu Singhal
Prop.
M. No. FCS No. 7819
C. P. No. 8762

Place: New Delhi
Date: 16.07.2015

Annexure – 11

Policy Guidelines/ selection criteria and other positive attributes on appointment, re-appointment selection of Board Members

Policy Guidelines and selection criteria and other positive attributes for appointment, re-appointment selection of Board Members

1. For appointment of any director or director seeking reappointment, his / her updated profile shall be submitted to members of the NRC. Profile should content details of contribution made by the member of the board seeking reappointment in his role of member of the board and committees.
2. The NRC shall ensure that proposed director shall meet with the criteria as laid down in the Companies Act, 2013 read with rules made thereunder as amended from time to time and also regulation as prescribed by Reserve Bank of India.
3. NRC to examine detailed profile of the proposed director including meeting with him and ask for further information and to ensure see whether its meets the below mentioned applicable criteria / parameters.
 - 3.1. To see existing Director Director's Contribution in the Board Meetings and Committee Meetings and General Body Meetings.
 - 3.2. To see the existing director performance in regularly attending the attending the Board Meetings and Committee Meetings etc.
 - 3.3. To see the proposed Director brings fresh perspective to help the Company adopt suitable approach and direction for the future.
 - 3.4. To see the existing / proposed Director are not convicted by any court, authority etc.
 - 3.5. To see the existing / proposed director enjoys a good reputation in the industry.
 - 3.6. To see the existing / proposed director shall not be lunatic or of unsound mind or declared insolvent.
 - 3.7. To ensure that in case of existing / proposed Independent Directors/no-executive directors, age should be between 35 to 70 years. However this age criteria are not applicable to Non-independent Director. The Age criteria for the Managing Director is 70 years in terms of Schedule-V of the Companies Act, 2013
 - 3.8. To examine that existing / proposed Director has willingness to contribute to strategy and to help executives on strategy and other matters, as necessary.
 - 3.9. To examine that existing / proposed Director has willingness to adapt to business, its market sectors and also role of Director.
 - 3.10. To examine that existing / proposed Director has relevant experience for the needs of the company's business.
 - 3.11. To examine that existing / proposed Director is capable of exercising Independence of mind.
 - 3.12. To examine that existing / proposed Director monitor results and operational parameters and press for appropriate corrective action when necessary.
 - 3.13. To examine that existing / proposed Director participate in board decisions on major issues of business development.
 - 3.14. To examine that existing / proposed Director has sufficient time to devote to the needs of the business.
 - 3.15. To examine that existing / proposed Director has ability to contribute to financial issues.
 - 3.16. To examine that existing / proposed Director carry out specific functions as assigned via Board / COB committees.

Annexure – 12

Familiarization Policy and Programme for Directors

1. Preamble:

In terms of Clause 49(I)(D-3-d) and 49(II)(B-7) of the Listing Agreement, the Company should conduct the Familiarization Program for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives and programmes.

In terms of Clause 49(I)(D-3-d) and 49(II)(B-7) of the Listing Agreement, the details of such familiarization programmes shall be disclosed on the Company's website and a weblink there to shall be given in the Annual Report.

2. Objective

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company.

The Board of Directors is further encouraged to continue the training sessions to ensure that the Board members are kept up to date.

The Board members of Intec Capital Limited (Independent and Non-Independent) are afforded every opportunity to familiarize themselves with the Company, its management and its operations and above all the Industry perspective & issues.

3. Administration:

The Familiarization programme for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

4. Orientation / Familiarization module for New Independent Directors upon joining:

Orientation / Familiarization module for new Independent Directors upon Joining

Sl.	Headings	Description of Programme
4.1	Programme "as needed" basis	This module will be restructured as and when necessary and will be conducted for new Independent Directors upon joining and on need basis.
4.2	Induction program on joining of an Independent director	The company may organize familiarization programme on structured module to update the Independent Directors and shall organize an induction program on joining of an Independent director to familiarize them with the following aspect: <ul style="list-style-type: none"> - Roles, Rights and Responsibilities - Board dynamics & functions - Human Resource management - Nature of the Industry in which Company operates - Business Model of Company - Financial Performance, Budgeting and Planning
4.3	Intec's various COB and their TOR	Further, Independent Directors were made to appraise with Intec's various Committees of Board (COB), their members, their terms of reference (TOR) with roles and responsibilities of COB. The members include highly experienced Director-Members and Executive-Members with strong execution capability and a proven track record.
4.4	Statutory Auditor, Internal Auditor, Secretarial Auditors and Bankers	Further, Independent Directors were made to appraise with Intec's Statutory Auditor, Internal Auditor, Secretarial Auditors and Existing Bankers.

4.5	Management Team and Organization Structure	Further, Independent Directors were made to interact with Management Team and appraise with Intec's Organization Structure which includes highly experienced Management Team with more than 100 man years of experience put together coupled with strong execution capability and a proven track record, further aided by highly experienced operating team at geography level.
4.6	Internal Policies, processes and documents etc.	They are made to interact with senior management personnel and are given all internal policies, processes and documents sought by them for enabling a good understanding of the Company, its operations and the industry of which it is a part.
4.7	Sponsor the paid seminar and programmes	The Company may nominate and sponsor the new Independent Directors for various programmes on relevant topics organized by ICAI, ICSI, MCA, RBI and other leading institutions and Auditing Firms and Law Firms. The programmes have facilitated the Directors to acquaint themselves with emerging developments/ challenges facing the NBFC sector in general apart from important Corporate Governance aspects impacting their roles and responsibility in particular.
4.8	Visit the Branches of Company	The programme may include the Independent Directors visits to the Branches of the company from time to time to make them aware about the product lines of the Company.
4.9	Statutory Compliances	The above programme may also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
4.10	Business overview	The Independent directors were made to appraise about the Business overview and an outline of Corporate Plan and Annual targets
4.11	Overview of sales and Marketing	The Independent directors were made to appraise the Overview of sales and marketing and operational efficiency level.
4.12	Introduction to Product profile	The Independent directors were made to appraise about the Introduction to Product profile etc.
4.13	Criteria of independence	Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
4.14	Board Meetings and COB process and procedures;	The Independent directors were made to appraise about Board Meetings and Committees of Board (COB) and its processes and procedures;
4.15	Directors Statutory Disclosures and compliances	The Independent directors were made to appraise about their statutory disclosures and compliances and submissions under Companies Act, 2013, Listing Agreement and RBI Regulatory Framework and RBI Fit and proper criteria etc.
4.16	Whistle Blower and Vigil Mechanism	The Independent directors were made to appraise about company's Whistle Blower and Vigil Mechanism framework and its Redressal Mechanism.
4.17	Appointment Letters	The Company has issued Appointment Letters to Independent Directors which covers the Role, Rights and Responsibilities in the Company.
4.18	The Fully functional Website of the Company	The Independent directors were made to appraise that Company's website is fully functional and prepared in compliance with Listing Agreement and applicable Laws. The fully functional website covers following sections viz. 1. ABOUT US covers viz. Corporate Profile; Board of Directors, Management Team, Fair Practice Code, Code of Conduct, whistle blower policy, Awards and Accolades, Corporate AV 2. PRODUCTS 3. Industries 4. INVESTOR RELATIONS covers viz. Financial Results. Annual Reports, Shareholding Pattern, Investors Queries, Shareholder Information and disclosures 5. CARRERS 6. CUSTOMER SECTION 7. MANUFACTURERS 8. REACH US

5. “On-going” Familiarization Programme on business and operational performance for both new and continuing Independent Directors:

On-going Familiarization Programme on business and operational performance for both new and continuing/existing Independent Directors		
Sl.	Headings	Description of Programme
5.1	Programme “as needed” basis	This module will be restructured as and when necessary and will be conducted “as needed” basis during the year. The programmes will be conducted for new and continuing Independent Directors of the Company depending upon the need.
5.2	The Agenda / business transactions, presentations in the Board Meetings etc.	The Agenda / business transactions and presentation of various Board Meeting and various committees of Board and Annual General Meeting etc. covers proper recitals and background of business transactions thereby enables them to informed and fair decision.
5.3	The presentations Agenda / business transactions of various statutory meeting	The Agenda / business transactions of various statutory meeting viz. Board Meetings. And various committees of Board and Annual General Meeting etc. covers proper recitals and background of business transactions thereby enables them to informed and fair decision.
5.4	Company’s Newsletter	The company at regular intervals circulates the Company’s Newsletter as to company performance, industry position, new appointment, elevation, new joinee and transfer of employees and festivals and events organized in the company.
5.5	Session by the Auditors to understand the various applicable laws and its impact on Companies	The Management arranges session by the Auditors on the current legal scenario for the companies, compliance management, risk mitigation as well as the changing role and responsibilities of the Board of Directors. One such session on the newly introduced Companies Act 2013 and its impact on the company and its Board of Directors were arranged by the Management during.
5.6	Strategy, Business and Operations and Business Model etc.	The Company shall through its Managing Director Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors. Such programmes/presentation will provide an opportunity to the Independent Directors to interact with the senior leadership and management teams of the Company and help them to understand the following: - <ul style="list-style-type: none"> - Company’s Strategy, - Annual Operating Plan (AOP) - Business Model of the Company. - Business and operations and - Services and Product offerings, - Organization Structure - Financial Performance/Results, Budgeting and Planning and control processes - Sales and Marketing, - Human Resources, - Technology, - Facilities - Quality of products, - Credit Policy Framework - Risk Policy and its framework with mitigation strategy - System driven process for comprehensive credit assessment, various levels of due diligence done at underwriting stage & post disbursal risk checks.

5.7	Regular updates on the key developments	The regular updates on the key developments happening in and /or affecting the Company /Industry will be communicated to the Independent Directors from time to time.
5.8	Regulatory updates	The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates viz. SEBI Regulations, Companies Act, RBI (Acts & Rules), listing agreements etc.
5.9	Off-site meeting	The Independent Directors may be made to interact with Management Teams at 1 or 2 levels below top management during Off-site meeting.

6. Programme and disclosure:

- (a) As and when familiarization programme is conducted, the same will be disclosed on the website of the Company.
- (b) The Programme shall also be provided in the Annual Report of the Company as required under the Listing Agreement.

7. Review of the Programme:

The Nomination and Remuneration Committee (NRC) will review this programme and make changes as and when deems necessary.

Annexure – 13

Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2015

A. Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees

Rule	Rule description	1	2	3
5(2)	Name of such employee			
5(3)(i)	Designation of such employee			
5(3)(ii)	Remuneration received (in ₹)			
5(3)(iii)	Nature of employment (whether contractual or otherwise)			
5(3)(iv)	Qualifications			
5(3)(iv)	Experience of such employee (in Years)			
5(3)(v)	Date of commencement of employment			
5(3)(vi)	The age of such employee (in Years)			
5(3)(vii)	The last employment held by such employee before joining the company			
5(3)(viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above;			
5(3)(ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:			

B. Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;

Rule	Rule description	1	2	3
5(2)	Name of such employee	Mr. Arvind Hali	-	-
5(3)(i)	Designation of such employee	President	-	-
5(3)(ii)	Remuneration received (in ₹)	22,68,967.00	-	-
5(3)(iii)	Nature of employment (whether contractual or otherwise)	Otherwise	-	-
5(3)(iv)	Qualifications	BE Electricals & Electronics, MBA From K.J Somaya Institute of Management Studies filled by HR)	-	-
5(3)(iv)	Experience of such employee (in Years)	19+ years	-	-
5(3)(v)	Date of commencement of employment	22.12.2014	-	-
5(3)(vi)	The age of such employee (in Years)	43 years	-	-
5(3)(vii)	The last employment held by such employee before joining the company	Au FINANCIERS (INDIA) LIMITED	-	-

5(3)(viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above;	NIL	-	-
5(3)(ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	NA	-	-

C. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

Rule	Rule description	1	2	3
5(2)	Name of such employee			
5(3)(i)	Designation of such employee			
5(3)(ii)	Remuneration received (in ₹)			
5(3)(iii)	Nature of employment (whether contractual or otherwise)			
5(3)(iv)	Qualifications			
5(3)(iv)	Experience of such employee (in Years)			
5(3)(v)	Date of commencement of employment			
5(3)(vi)	The age of such employee (in Years)			
5(3)(vii)	The last employment held by such employee before joining the company			
5(3)(viii)	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above;			
5(3)(ix)	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:			

Annexure – 14

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars		Information			
Rule	Description of rule				
5 (i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.(please see note-1)	Names		Ratio of remuneration of each Director/ to median remuneration of employees	
		1	Mr. Sanjeev Goel	21.02:1	
5 (ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year. (please see note-2)	Names		% increase in Remuneration in 2014-15	
		1	Mr. Sanjeev Goel	-23%	
		2	Mr. Sudhindra Sharma(CFO)	30%	
		3	Mr. Puneet Sehgal (CS)	10%	
5 (iii)	The percentage increase in the median remuneration of employees in the financial year. (please see note-1)	24%			
5 (iv)	The number of permanent employees on the rolls of the company. (please see note-3)	293 (Two hundred and ninety three)employees as on 31.03.2015			
5 (v)	The explanation on the relationship between average increase in remuneration and company performance.	The Average increase is based on the objectives of Remuneration policy of the Company that is designed to attract, motivate and retain the employees who are the drivers of organization success and helps the Company to retain its industry competitiveness .Pay mix is designed to reflect the performance and is aligned to the long term interests of the shareholders.			
5 (vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company. (please see note-2)	Sl.	Description	In %	
		1	% increase / decrease in Net Sales in 2014-2015 against 2013-2014	-11%	
		2	% increase / decrease in Earnings before Interest, depreciation and Tax (EBIDTA) in 2014-2015 against 2013-2014	-16%	
		3	% increase / decrease in Profit After Tax (PAT) in 2014-2015 against 2013-2014	-65%	
		4	% increase / decrease in total remuneration of Key Managerial Personnel in 2014-15 as compared to 2013-2014	-12%	
		For comparison purpose the percentage increase in remuneration of individual KMP is given in Rule no. (ii) above.			
5 (vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	Financial Year ended	Closing share Price (BSE)	Market capitalization	Price Earning Ratio
		31-03-2014	93.90	17,245.91	7.53
		31-03-2015	85.00	15,611.31	24.27
		Closing share price as on 31st March 2015 was ₹85.00 The Intec's offer price during its public issue in 1994 was ₹ 10/- (Rupees Ten only)			

- 3.17. To ensure that every person proposed to be appointed as a Director he is not disqualified to become a director under this Companies Act 2013 in terms of section 152(6) of the Companies Act, 2013.
 - 3.18. To ensure that in case of an Independent Director, obtain “Certificate of Independence” pursuant to Section 149 of the Companies Act, 2013 and “Declaration in terms of Clause 49-II-B (1) of the Listing Agreement.
 - 3.19. To ensure that proposed director should disclose relationship with board members or with any KMP or with any employee or with any firm discharging auditing services to the company
 - 3.20. To ensure to have information and declaration to “Fit and Proper Criteria Declaration” as mentioned in EXHIBIT-1 of this process note.
 - 3.21. To scrutinize the declarations submitted by the existing / proposed Director.
 - 3.22. To obtain annually as on 31st March a declaration from the directors that the information already provided has not undergone change and where there is any change; requisite details are furnished by them forthwith.
 - 3.23. To ensure that director once appointed shall execute the deeds of covenants in the format prescribed by the RBI and Format is mentioned at EXHIBIT-2 in this process note.
 - 3.24. To give recommendation to the Board that an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re- appointment on passing of a special resolution by the company and disclosure of such appointment in the Board’s report and shall hold office for more than two consecutive terms.
 - 3.25. To give recommendation in the opinion of NRC that the proposed appointment of an independent director fulfils the conditions specified in this Companies Act 2013 for such an appointment to enable the Board to give statement that proposed appointment fulfils the conditions specified in this Companies Act 2013 for such an appointment.
4. NRC to seek confirmation from Company Secretary that proposed appointment of Independent Director is not in contravention of provisions of section 149(6) of the Companies Act, 2013 read with rules made thereunder and with Clause 49 of the Listing Agreement.

5 (viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	<p>The average % of managerial remuneration has been decreased by 12% while for others it is about 15.5% increase. This is based on Remuneration Policy of the Company that rewards people differentially based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.</p> <p><i>It is further noted that in the Nomination remuneration committee meeting, considering the financial performance of the Company during the FY 2014-15, Mr. Sanjeev Goel, Managing Director had voluntarily proposes to reduce his remuneration to ₹ 1 crore, despite approval of shareholders to ₹ 1,20,50,000/= and shareholders' approval for ₹ 1.50 crore. Return all excess amount paid, if any. The NRC welcomes this gesture and approves the waiver of recovery of excess of remuneration paid to Managing Director.</i></p>				
5 (ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company; .(please see note-2)	Name of KMP	% increase in Remuneration in 2014-15 as compared to 2013-14	% increase in Net Sales in 2014-15 as compared to 2013-14	% increase in EBDITA in 2014-15 as compared to 2013-14	% increase in PAT in 2014-15 as compared to 2013-14
		Mr. Sanjeev Goel	-23%	-11%	-16%	-65%
		Mr. Sudhindra Sharma	30%	-11%	-16%	-65%
		Mr. Puneet Sehgal	10%	-11%	-16%	-65%
5 (x)	The key parameters for any variable component of remuneration availed by the directors;	The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.				
5 (xi)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	None				
5 (xii)	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.				

Notes:-

- 1 Median is calculated on the basis of the employee who has served the organisation for whole year.
- 2 The % age increase/ decrease are based on the cost to the company of the employee .element of cost to the company comprises of basic, allowances, perquisites and variable incentive.
- 3 Permanent employee means all employees as on 31. 03.2015 irrespective of number of day served but exclude trainees.

Independent Auditor's Report

To
The Members of
Intec Capital Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Intec Capital Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial

statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its profit, and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 2 (c) (l) (i) in the statements for the change in Company's estimates related to provisioning for loans, which have been revised in order to align the same in accordance with Reserve Bank of India ('RBI') prudential norms on Non-Performing Assets (NPA). As informed to us, the above mentioned change has been carried out in view of management's re-assessment of recoverability of the non-performing assets, considering the quality and quantum of primary and collateral security available with the Company. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.26 (iv) to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R.BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration Number: 101049W

Per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: New Delhi
Date: May 28, 2015

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: Intec Capital Limited (“the Company”)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) The Company’s business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Companies (Auditor’s Report) Order, 2015 are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase fixed assets, and for rendering of services. The activities of the Company did not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) Undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, value added tax, cess, employees’ state insurance and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to duty of customs, duty of excise and wealth tax are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, sales-tax, service tax, wealth tax, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, value added tax and cess which have not been deposited on account of any dispute.
- (d) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S.R.BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration Number: 101049W

Per Amit Kabra
Partner
Membership Number: 094533

Place of Signature: New Delhi
Date: May 28, 2015

Balance Sheet as at March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	Note No.	As at March 31, 2015	As at March 31, 2014
Equity and liabilities			
Shareholders' funds			
Share capital	2.1	1,836.63	1,836.63
Reserves and surplus	2.2	14,374.39	13,863.40
		16,211.02	15,700.03
Non-current liabilities			
Long-term borrowings	2.3	19,683.91	19,272.09
Other long-term liabilities	2.4	2,705.71	3,193.74
Long-term provisions	2.5	2,940.57	1,979.91
		25,330.19	24,445.74
Current liabilities			
Short-term borrowings	2.6	23,915.88	22,282.91
Trade payables	2.7	200.30	100.07
Other current liabilities	2.8	9,959.35	9,696.59
Short-term provisions	2.9	522.48	1,071.70
		34,598.01	33,151.27
Total		76,139.22	73,297.04
Assets			
Non-current assets			
Fixed assets	2.10		
- Tangible		242.76	190.00
- Intangible		71.75	63.48
Non-current Investments	2.11	34.14	34.14
Deferred tax Assets (net)	2.12	1,096.30	792.27
Long-term loans and advances	2.13	40,933.56	37,283.06
Other non-current assets	2.14	826.92	971.36
		43,205.43	39,334.31
Current assets			
Cash and bank balances	2.15	5,001.02	3,565.77
Short-term loans and advances	2.16	27,016.57	29,420.72
Other current assets	2.17	916.20	976.24
		32,933.79	33,962.73
Total		76,139.22	73,297.04
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W

per Amit Kabra
Partner
Membership No.: 094533

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel
Managing Director
DIN:00028702

S.K. Goel
Director
DIN:00963735

Puneet Sehgal
Company Secretary

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Statement of Profit and Loss for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue			
Revenue from operations	2.18	13,731.00	15,514.03
Other income	2.19	71.27	51.66
Total revenue		13,802.27	15,565.69
Expenses			
Employee benefits expense	2.20	2,367.73	1,750.39
Finance costs	2.21	7,721.97	7,812.59
Depreciation and amortisation	2.10	105.62	59.88
Other expenses	2.22	2,641.53	3,285.01
Total expenses		12,836.85	12,907.87
Profit before tax		965.42	2,657.82
Tax expense			
- Current tax		620.27	1,613.27
- Deferred tax (credit)/ charge		(298.09)	(837.45)
- Current tax for earlier years		-	65.54
		322.18	841.36
Profit for the year		643.24	1,816.46
Earning per equity share (par value of ₹10 per share) (Refer Note 2.38)			
- Basic		3.50	12.47
- Diluted		3.50	10.70
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W

For and on behalf of the Board of Directors of
Intec Capital Limited

per Amit Kabra
Partner
Membership No.: 094533

Sanjeev Goel
Managing Director
DIN:00028702

S.K. Goel
Director
DIN:00963735

Puneet Sehgal
Company Secretary

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Cash flow from operating activities		
Profit before tax	965.42	2,657.82
Adjustments for:		
Depreciation and amortisation	105.62	59.88
Provision no longer required written back	(545.07)	(708.49)
Provision for sub-standard and doubtful assets	822.18	1,556.37
Provision for standard assets	(26.04)	263.11
Loss on sale of fixed assets (net)/ assets discarded	0.06	1.09
Bad and doubtful debts written off	245.59	17.55
Operating profit before working capital changes	1,567.74	3,847.33
Movement in working capital:		
Increase in loans and advances	(946.88)	(9,190.48)
Increase in current and non current assets	204.48	(572.26)
Increase in trade payables, current and non current liabilities	(780.24)	1,238.91
Decrease/(Increase) in other bank balances	256.44	(125.28)
Increase in short-term and long-term provisions	16.44	15.02
Cash from operations	317.97	(4,786.76)
Taxes paid	(1,011.90)	(1,394.63)
Net cash used in from operating activities (A)	(693.95)	(6,181.39)
Cash flow used in from investing activities		
Purchase of fixed assets	(188.09)	(68.85)
Proceeds from sale of fixed assets	4.33	0.73
Proceeds from Maturity of Fixed Deposits	45.74	(3.94)
Net cash used in from investing activities(B)	(138.04)	(72.06)
Cash flow from/ (used in) financing activities		
Proceeds from issue of equity shares (including securities premium)	-	1,770.92
Dividend paid (including tax thereon)	(120.04)	(86.25)
Proceeds from commercial papers issued by banks	2,000.00	3,500.00
Repayment of commercial papers	(2,000.00)	(2,500.00)
Net repayment of cash credits account	1,632.97	(2,461.75)
Proceeds from secured loans	12,552.00	13,500.00
Repayments of secured loans	(8,905.50)	(5,595.44)
Net repayment of unsecured loans	(2,589.92)	(799.93)
Net cash from/ (used in) financing activities (C)	2,569.51	7,327.55

Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Net increase in cash and cash equivalents (A+B+C)	1,737.53	1,074.10
Cash and cash equivalents at the beginning of the year	1,829.50	755.40
Cash and cash equivalents at the end of the year	3,567.03	1,829.50
Cash and cash equivalents at the end of the year (refer note 2.15)	3,567.03	1,829.50
Add:-		
Other bank balances (refer note 2.15)	1,905.49	2,387.92
Total cash and bank balances (including long term deposit)	5,472.52	4,217.42
Less:		
Deposits with banks (maturity over 12 months)	(471.50)	(651.65)
Cash and bank balances at the end of the year	5,001.02	3,565.77

Notes

- The Cash Flow Statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)3 on 'Cash Flow Statements', accounting standard notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.
- The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For **S. R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 101049W

per **Amit Kabra**
Partner
Membership No.: 094533

Place: New Delhi
Date: May 28, 2015

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel
Managing Director
DIN:00028702

Puneet Sehgal
Company Secretary

Place: New Delhi
Date: May 28, 2015

S.K. Goel
Director
DIN:00963735

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Notes to financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

1 Corporate information

Intec Capital Limited ('the Company') incorporated in India on 15 February 1994, is registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated 4 May 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the Company, the Company received a revised Certificate of Registration ('CoR') in the name of Intec Capital Limited on 4 November 2009 under Section 45-1A of the Reserve Bank of India Act, 1934. It is a systemically important non-deposit taking Non-Banking Financial Company (NBFC-ND-SI). The Company is primarily engaged in the business of providing machinery loans to Small and Medium Enterprises ('SME') customers. During the financial year 2014-15, Company has been registered as an Asset Finance Company ('AFC'), as defined by the RBI.

2 Significant accounting policies

(a) Basis of preparation of financial statements:

The financial statements have been prepared to comply in all material respects with the Accounting Standards ('AS') notified under section 133 of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India (IGAAP) and as per the guidelines issued by Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-deposit accepting or holding) Companies ('NBFC Regulation'). The financial statements have been prepared on an accrual basis and under the historical cost convention. The notified Accounting Standards (AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulation.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

(b) Current / non-current classification of assets / liabilities

As required by Revised Schedule III, the Company has classified assets and liabilities into current and non-current based on the operating cycle. An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Since in case of non-banking financial Company normal operating cycle is not readily determinable, the operating cycle has been considered as 12 months.

(c) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any changes in estimates are recognised prospectively.

l) Change in estimates

i) Provision on Loans

During the year ended March 31, 2015, the Company has changed its estimates related to provisioning for all loans in order to align the same in accordance with RBI Prudential norms on Non-Performing Assets (NPA). Consequent to the change in such estimates, provision and write off is lower by ₹1,525.99 Lakhs for the year ended March 31, 2015. The above mentioned change has been carried out in view of management re-assessment of recoverability of its NPA, considering the quality and quantum of primary and collateral security available with the Company.

ii) Depreciation on Fixed Assets

Pursuant to the Companies Act, 2013 (the "Act") becoming effective from April 01, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act. This has resulted in additional charge of depreciation of ₹48.58 Lakhs for the year ended March 31, 2015. Further, as per the transitional provision, the Company has adjusted ₹11.23 Lakhs (net of deferred tax) in the opening balance of Reserves and Surplus of Profit and Loss Account.

iii) Useful lives of Fixed Assets

Till the previous year, the Company was depreciating its assets in accordance with the rates as per Schedule XIV of the Companies Act. During the year ended March 31, 2015, the Company revised the estimated useful life of fixed assets. Accordingly, depreciation on fixed assets for the year has been provided on the basis of revised estimated useful lives.

The management's revised estimate of the useful lives of the various fixed assets is as follows:

Notes to financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

Asset description	Useful life (in years)
Computers and peripherals	3
Furniture and Fixtures	10
Vehicles	8
Air conditioners	10
Office equipment	5
Electrical installations	8
Intangible Assets	6
Leasehold Improvements	Lease period subject to maximum of 2 years

The Company has estimated the useful life of the following assets lower than the useful life given in the Schedule II of the Companies Act, 2013. The lower life is estimated on the basis of the usage of the assets in past.

Asset description	As per Sch. II	As per Books
Electrical installations	10 years	8 years

(d) Revenue Recognition

- (i) Interest income on loans is accounted for by applying the Internal Rate of Return (IRR), implicit in the agreement, on the diminishing balance of the financed amount, over the period of the agreement so as to provide a constant periodic rate of return on the net amount outstanding on the contracts.
- (ii) Future accrual of interest is suspended for accounts that are contractually delinquent for more than 180 days, after setting-off of collateral amounts. Suspended income on such accounts is recognised as and when collected. Reversal of income not collected for these assets are being netted-off against income as required by the Prudential Norms.
- (iii) Loan installments received are apportioned between interest income and principal portion. The principal amount is reduced from the loan outstanding, so as to achieve the constant rate of interest on the remaining balance.
- (iv) Processing fees and other servicing fees and servicing fees on assignment of loans in respect of loans agreement is recognized as income on accrual basis.
- (v) Dividend income on investments is accounted for as and when the right to receive the same is established.
- (vi) Profit/ loss on sale of loan assets through direct assignment/ securitization are recognized over the residual life of loan/ pass through certificates in terms of RBI guidelines. Loss arising on account of direct assignment/ securitisation is recognized upfront.
- (vii) Interest income on fixed deposits recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (viii) Income on account of overdue interest, bouncing charges received, foreclosure charges and penal charges is recognized on receipt basis.

(e) Fixed assets, intangibles and related depreciation/ amortisation/ impairment

- a. Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- b. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.
- c. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Notes to financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

- d. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
- e. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.
- f. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS-5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
- g. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- h. The Company follows the straight-line method for computing the depreciation charge. Other fixed assets are depreciated on a straight line basis over their estimated economic useful lives as estimated by the management, except leasehold improvements, which are being amortised over the lease period. Such rates are higher than the corresponding depreciation rates prescribed in Schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/ sold during the year.

(f) Investment

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long-term investments" in consonance with the current/non-current classification.

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures, etc.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.

(g) Commercial Paper

Commercial paper is recognized at redemption value. The difference between redemption value and issue value is charged to profit and loss account on a Straight line method (SLM).

(h) Borrowing Cost

Borrowing costs consists of interest and other ancillary cost that an entity incurs in connection with borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortized over the tenor of borrowings.

(i) Loan origination cost

Loan origination costs such as credit verification, agreement stamping, processing fee, ROC charges and valuation charges are charged to statement of profit and loss account.

Notes to financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

(j) Sale of asset portfolios by way of assignment/ securitization

The Company undertakes sale of its loan portfolios by way of securitization/ assignment out of its loan portfolio. The assigned/ securitized portfolio is de-recognised from the books of the Company in situations where the Company relinquishes its contractual rights over the underlying loan receivables and all risks and rewards are transferred to assignee/ buyer.

(k) Employee Benefits:

The Company has various schemes of retirement benefits, namely provident fund, gratuity and leave encashment.

(a) Short term employee benefits:

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

(b) Other long term employee benefits:

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service or en-cashed at the time of retirement / termination of employment subject to restriction on the maximum number of accumulation. The company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(c) Defined contribution plan:

Contributions towards Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the year when the expense is actually incurred.

(d) Defined benefit plans:

The Company's gratuity scheme is a defined benefit plan. The Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous service. The Company's contribution to gratuity fund in respect of its employees is managed by a trust, which invests the funds with Life Insurance Corporation of India ('LIC'). The present value of obligations under such defined benefit plans are based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rate used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity period approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

(l) Provision for standard, sub-standard and doubtful assets

Provision for standard and sub-standard and doubtful assets is recognised in accordance with prudential norms and guidelines issued by Reserve Bank of India from time to time. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

In accordance with Para 10 of Prudential Norms, the Company has separately shown provision for loans under short term/ long term provisions (as applicable) without netting off from loans.

(m) Current and deferred tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Notes to financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(n) Provision, contingent liabilities and contingent assets

The Company recognises a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

(o) Earnings per share

Basic earnings per equity share is computed by dividing net profit/ loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares except where results are anti-dilutive. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at the fair value.

(p) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term fixed deposits/ investments with an original maturity of three month or less.

Notes to financial statements for the year ended March 31, 2015

2.1 Share capital

Particulars	(Amount in ₹ lakhs unless otherwise stated)	
	As at March 31, 2015	As at March 31, 2014
Authorised share capital		
Equity shares:		
35,000,000 (previous year : 35,000,000) equity shares of ₹10 each	3,500.00	3,500.00
Preference shares:		
1,500,000 (previous year : 1,500,000) preference shares of ₹100 each	1,500.00	1,500.00
	5,000.00	5,000.00
Issued, subscribed and fully paid-up shares		
Equity shares:		
18,366,250 (previous year : 18,366,250) equity shares of ₹10 each fully paid up	1,836.63	1,836.63
Total	1,836.63	1,836.63

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of shares	Amount (₹ lakhs)	Number of shares	Amount (₹ lakhs)
Equity shares				
Balance at the beginning of the year	18,366,250	1,836.63	13,458,630	1,345.86
Add: Issued during the year	-	-	1,618,154	161.82
Add: Preference shares converted in equity shares	-	-	3,289,466	328.95
Balance as at end of the year	18,366,250	1,836.63	18,366,250	1,836.63
Preference shares				
Balance at the beginning of the year	-	-	874,122	874.12
Add: Issued during the year	-	-	-	-
Less: Preference shares converted into equity shares	-	-	874,122	874.12
Balance as at end of the year	-	-	-	-

Notes to financial statements for the year ended March 31, 2015

(b) Terms/rights, preferences and restrictions attached to each class of shares

Equity Shares

The Company has only one class of equity shares having par value of ₹10 per share (previous year ₹10 per share). All equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Preference Shares:

Previous year the Company had raised ₹600 lakhs through the issue of fully paid up 5% convertible preference shares (CPS) having face value of ₹100 each for cash, to be converted into equity shares, at a premium, if any, at such price and on such terms and condition as the board may in absolute discretion decide in accordance with SEBI (ICDR) Regulations, 2009 within the period of 18 months. The 5% convertible preference shares shall carry fixed rate of dividend at 5% per annum. During the previous year, these convertible preference shares were converted into equity shares of ₹10 each at a premium of ₹99.44 per equity share, which was determined in accordance with SEBI (ICDR) Regulations, 2009.

CPS holders has no right to receive notice of, and to be present, either in person or by proxy, at any general meeting of the Company. CPS holders has a right of five percent dividend.

Further, in the previous year the Company had raised ₹2,999.99 lakhs through the issue of 274,122 fully paid up compulsorily convertible preference shares (CCPS) having face value of ₹100 each for cash at a premium of ₹99.44 per CCPS. The CCPS are to be converted into equity shares, at premium, if any, at such price and on such terms and condition as the Board may in its absolute discretion decide in accordance with SEBI (ICDR) Regulations, 2009 within the period of six month from the date of allotment, provided that the pricing of such shares allotted on preferential basis shall not be lower than the price determined in accordance with ICDR Regulations.

CCPS holders had the right to receive notice of, and to be present, either in person or by proxy, at any general meeting of the Company as well as the same rights as the rights of a holder of equity shares, including with respect to dividend but no voting rights. Coupon rate on the CCPS shall be zero point zero zero one per cent per annum. For the avoidance of doubt, the preference shareholders' of CCPS shall be entitled to a total amount of dividend which is equivalent to the total dividend payable on the converted shares held by such shareholder. All dividend payable on the CCPS shall accrue from the Completion date and shall be payable on the conversion date. During the current year, all compulsorily convertible preference shares of ₹100 each was converted into ten equity shares of ₹10 each at a premium of ₹99.44 per equity share, determined in accordance with SEBI (ICDR) Regulations, 2009.

(c) Detail of shareholders holding more than 5% of the aggregate shares in the company:

Shareholders	As at March 31, 2015		As at March 31, 2014	
	Number of shares	% age of share holding	Number of shares	% age of share holding
Equity Shares				
Pantec Devices Private Limited	4,497,264	24.49	4,497,264	24.49
Pantec Consultant Private Limited	1,453,771	7.92	1,453,771	7.92
India Business Excellence Fund-II	2,284,356	12.44	2,284,356	12.44
India Business Excellence Fund-IIA	3,646,142	19.85	3,646,142	19.85

Notes to financial statements for the year ended March 31, 2015

2.2 Reserves and surplus

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Securities premium account		
Balance as at the beginning of the year	8,843.84	6,689.57
Add: Premium on issue of equity shares during the year	-	1,609.09
Add: Premium on conversion of preference shares during the year	-	545.18
Balance as at the end of the year	8,843.84	8,843.84
Statutory reserve as per Section 45-IC of the RBI Act, 1934		
Balance as at the beginning of the year	1,151.45	788.16
Add: Amount transferred during the year	128.65	363.29
Balance as at the end of the year	1,280.10	1,151.45
Surplus in Statement of Profit and Loss		
Opening balance	3,868.11	2,786.83
Add: Profit for the year	643.24	1,816.46
Add: Adjustment of provision of standard assets of earlier year	-	-
Less: Adjustment of goodwill relating to earlier years (refer note 1 below)	-	251.85
Less: Adjustment of assignment income relating to earlier years	10.42	-
Less: Accelerated depreciation due to transition provision	11.23	-
Profit available for appropriation	4,489.70	4,351.44
Less: Appropriations		
Proposed equity dividend	91.83	71.42
Preference dividend	-	31.18
Tax on proposed dividend	18.77	17.44
Transfer to reserve under section 45-IC of the RBI Act, 1934	128.65	363.29
Balance as at the end of the year	4,250.45	3,868.11
Total reserves and surplus	14,374.39	13,863.40

Note 1 :

During an earlier year, Unitel Credit Private Limited (transferor company) had amalgamated with the Company. The difference between the amount of shares issued to the shareholders' of the transferor company and the amount of share capital of the transferor Company amounted to ₹251.85 lakhs, arising out of this amalgamation, earlier inadvertently included in goodwill, has now been adjusted to the opening reserves and surplus in the Statement of Profit and Loss in the 2013-14 year, as required by Accounting Standard-14, Accounting for Amalgamations.

Notes to financial statements for the year ended March 31, 2015

2.3 Long Term Borrowings

(Amounts in ₹ lakhs)

Particulars	Short term portion		Long term portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Secured				
Term Loan:				
- from banks	6,183.85	5,406.84	12,727.43	13,991.02
- from financial institutions	1,232.38	1,411.84	1,148.48	1,835.90
- Non Convertible Debentures	714.29	-	4,285.71	-
Unsecured				
Other loans (corporate bodies)	194.95	862.00	1,522.29	3,445.17
	8,325.47	7,680.69	19,683.91	19,272.09
Less: Amount shown under other current liabilities (refer to note 2.8)	8,325.47	7,680.69	-	-
Total	-	-	19,683.91	19,272.09

Disclosures with respect to year ended 31 March 2015

(a) Details for maturity and security :

(Amounts in ₹ lakhs)

Particulars	Maturity pattern				
	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-6 to 48)	5,416.85	5,049.87	4,281.02	2,705.33	17,453.07
for loans taken from financial institutions# (Remaining installments payable-7 to 48)	917.81	346.80	346.80	219.10	1,830.51
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-16 to 30)	767.00	558.86	132.33	-	1,458.19
for loans taken from financial institutions# (Remaining installments payable-20)	300.00	200.00	-	-	500.00
(iii) Secured by hypothecation of car					
for loans taken from financial institutions# (Remaining installments payable-8 to 50)	14.54	10.13	11.22	14.43	50.33
(iv) Unsecured loans (corporate bodies)###	194.95	522.32	655.15	344.83	1,717.24

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

Notes to financial statements for the year ended March 31, 2015

(b) Nature of guarantees for loans taken :

Loans guaranteed by directors, other parties for note (a) (i) & (ii) above

- loan of ₹11,826.61 lakhs secured by personal guarantee of managing director.
- loan of ₹1,570.91 lakhs secured by personal guarantees of managing director and relative of managing director.
- loan of ₹1,049.40 lakhs secured by personal guarantee of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (Subsidiary of the Company) .
- loan of ₹683.33 lakhs secured by personal guarantees of managing director, relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 8.75%- 13.80% per annum

Interest rates applicable on above unsecured loans are ranges between 6.25%- 10% per annum

Disclosures with respect to year ended 31 March 2014

(a) Details for maturity and security :

(Amounts in ₹ lakhs)

Particulars	Maturity pattern				
	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-16 to 53)	3,369.68	4,089.51	3,655.42	3,808.95	14,923.55
for loans taken from financial institutions# (Remaining installments payable-19 to 53)	1,104.31	793.01	222.00	315.50	2,434.82
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-19 to 42)	2,037.15	1,746.23	558.67	132.25	4,474.30
for loans taken from financial institutions# (Remaining installments payable-32)	300.00	300.00	200.00	-	800.00
(iii) Secured by hypothecation of car					
for loans taken from financial institutions# (Remaining installments payable-20)	7.53	5.39	-	-	12.92
(iv) Unsecured loans (corporate bodies)##	862.00	1,340.94	684.04	1,420.20	4,307.18

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guaranteed by directors, other parties for note (a) (i) & (ii) above

- loan of ₹9,517.65 lakhs secured by personal guarantee of managing director.
- loan of ₹4,946.93 lakhs secured by personal guarantees of managing director and relative of managing director.
- loan of ₹1,349.94 lakhs secured by personal guarantee of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (Subsidiary of the Company) .
- loan of ₹883.33 lakhs secured by personal guarantees of managing director, relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 8.75%- 12.75% per annum

Interest rates applicable on above unsecured loans are ranges between 6.25%- 10% per annum

Notes to financial statements for the year ended March 31, 2015

2.4 Other long-term liabilities

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Others		
Collateral amount for cases assigned/ securitised	2,437.43	2,904.64
Interest accrued but not due on unsecured loans	254.64	286.67
Lease equalisation reserve	13.64	2.43
Total	2,705.71	3,193.74

2.5 Long-term provisions

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits:		
Provision for gratuity (refer note 2.25)	4.37	0.50
Provision for leave encashment	29.91	20.70
Others:		
Provision against standard assets	305.78	301.55
Provision for sub standard assets	2,396.00	1,615.22
Provision for taxation (net of taxes paid)	204.51	41.94
Total	2,940.57	1,979.91

2.6 Short-term borrowings

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Secured		
Loans repayable on demand from banks	11,412.73	17,777.84
Working capital demand loan from banks	11,503.15	3,505.07
Commercial paper from bank	1,000.00	1,000.00
Total	23,915.88	22,282.91

(a) Nature of security

Working Capital facility from banks are secured by

- (i) Primary Security- first pari passu charge on present and future receivables of the Company,
- (ii) Collateral Security- Hypothecation of Fixed Assets, Fixed deposits lien marked to banks and Immovable properties - Belonging to promoter & others .
- (iii) Personal guarantees of managing director and relative of managing director.
- (iv) Corporate gurantee of Bubble infosolution Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (subsidiary of the Company)

(b) Rate of interest (range)

Interest rates applicable on above loans ranges between 9.25%- 12.75% per annum (previous 8.75%-14% per annum).

(c) Commercial papers

These are issued for a period of 170 days and will be repaid on 17 June 2015 (rate of interest -9.50% per annum)

Notes to financial statements for the year ended March 31, 2015

2.7 Trade payables

(Amounts in ₹ lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Payable to other third parties*	200.30	100.07
Total	200.30	100.07

* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at March 31, 2015 and March 31, 2014.

2.8 Other current liabilities

(Amounts in ₹ lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Current maturities of long term debt (refer to note a,b,c of note 2.3 above)		
Secured		
Term Loans		
- from banks	6,183.85	5,406.84
- from financial institutions	1,232.36	1,411.84
- from NCD 12.5% - Secured	714.29	-
Unsecured		
Other loans (corporate bodies)	194.95	862.00
Interest accrued but not due	295.95	132.11
Interest accrued and due on term loan and WCDL	130.31	89.04
Other payables		
Payable to employees	182.90	286.53
Amount payable for servicing of assigned/ securitised portfolio	187.58	630.03
Payable to customers	606.02	481.42
Unclaimed dividend	9.92	10.64
Collateral amount for cases assigned/ securitised by the Company	127.37	240.82
Lease equalisation reserve	5.98	8.91
Other statutory dues payable	65.48	113.48
Payable for purchase of capital goods	-	4.15
Other payables	22.39	18.78
Total	9,959.35	9,696.59

2.9 Short-term provisions

(Amounts in ₹ lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Provision for employee benefits		
Provision for gratuity (refer note 2.25)	1.30	0.12
Provision for leave encashment	8.04	5.86
Others		
Provision against standard assets	139.03	169.31
Provision for taxation (net of taxes paid)	143.68	697.94
Proposed dividend - equity	91.83	71.42
Proposed dividend - preference	-	31.18
Tax on proposed dividend	18.77	17.44
Provision for sub standard assets	119.83	78.43
Total	522.48	1,071.70

Notes to financial statements for the year ended March 31, 2015

2.10 Fixed assets (refer note 'a')

(Amounts in ₹ lakhs)

Particulars	Gross block			Accumulated depreciation				Net block		
	As at April 1, 2014	Additions	Deductions/ adjustments	As at March 31, 2015	As at April 1, 2014	Depreciation/ amortisation	Excess Depreciation due to Transition provision (refer note 'b')	Deductions/ adjustments	As at March 31, 2015	As at March 31, 2014
Tangible assets										
Vehicles	82.97	64.34	18.36	128.94	40.57	16.69	0.85	15.08	43.04	42.39
Office equipment	24.30	21.17	-	45.47	2.64	9.55	0.20	0.04	12.35	21.66
Data processing equipments	120.74	69.73	1.13	189.33	45.28	62.61	-	0.53	107.36	75.46
Furniture and fixtures	21.02	7.52	-	28.54	5.20	5.49	0.09	-	10.77	15.82
Leasehold improvements	40.21	-	-	40.21	30.22	0.91	7.28	-	38.40	9.99
Electric installations	12.17	1.19	0.48	12.88	2.64	1.98	0.03	0.11	4.53	9.53
Air conditioners	13.61	0.81	-	14.43	3.30	2.13	-	-	5.43	10.32
office equipment - mobile	1.51	1.80	0.08	3.23	1.51	1.71	-	-	3.22	-
Land	4.82	-	-	4.82	-	-	-	-	-	4.82
Total (Tangible assets)	321.35	166.56	20.05	467.85	131.35	101.07	8.45	15.76	225.11	190.00
Intangible assets										
Computer software	81.16	21.53	-	102.69	17.67	4.55	8.72	-	30.94	63.48
Total (Intangible assets)	81.16	21.53	-	102.19	17.67	4.55	8.72	-	30.94	63.48
Total	402.50	188.09	20.05	571.04	149.02	105.62	17.17	15.76	256.05	253.48

Note

- a) Hypothecated as security against working capital facility (refer note 2.6).
 b) As per the transitional provision, the Company has adjusted ₹11.23 lakhs (net of deferred tax) in the opening balance of Reserves and Surplus of Profit and Loss Account.

Notes to financial statements for the year ended March 31, 2015

Previous year

Particulars	(Amounts in ₹ lakhs)									
	Gross block					Accumulated depreciation			Net block	
	As at April 1, 2013	Additions	Deductions/adjustments	As at March 31, 2014	As at April 1, 2013	Depreciation/amortisation	Deductions/adjustments	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible assets										
Vehicles	82.97	-	-	82.97	32.90	7.67	-	40.57	42.40	50.06
Office equipment	13.59	12.00	1.29	24.30	1.37	1.57	0.31	2.63	21.67	12.22
Data processing equipments	89.04	33.84	2.14	120.74	32.52	14.27	1.51	45.28	75.46	56.52
Furniture and fixtures	18.22	2.80	-	21.02	3.99	1.21	-	5.20	15.82	14.22
Leasehold improvements	40.21	-	-	40.21	11.54	18.68	-	30.22	9.99	28.67
Electric installations	9.31	3.30	0.44	12.17	1.31	1.38	0.05	2.64	9.53	8.01
Air conditioners	12.87	1.23	0.49	13.61	2.11	1.36	0.17	3.30	10.31	10.75
Office equipment - mobile	-	1.51	-	1.51	-	1.51	-	1.51	-	-
Land	4.82	-	-	4.82	-	-	-	-	4.82	4.82
Total (Tangible assets)	271.03	54.68	4.36	321.35	85.74	47.65	2.04	131.35	190.00	185.28
Intangible assets										
Goodwill	251.85	-	251.85	-	-	-	-	-	-	251.85
Computer software	66.48	14.68	-	81.16	5.45	12.22	-	17.67	63.48	61.03
Total (Intangible assets)	317.83	14.68	251.85	81.16	5.45	12.22	-	17.67	63.48	312.89
Total	588.86	69.35	256.21	402.50	91.19	59.88	2.04	149.02	253.48	498.17

Notes to financial statements for the year ended March 31, 2015

2.11 Non-Current Investments

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Non-trade investments (valued at cost)		
Unquoted investment in equity shares of subsidiary Company		
250,000 (previous year 250,000) equity shares of ₹10 each of Amulet Technologies Limited	25.00	25.00
Unquoted investment in equity shares of associate Company		
89,890 (previous year 89,890) equity shares of ₹10 each of Pantec Devices Private Limited	1.16	1.16
Unquoted investment in equity shares of other Company		
31,830 (previous year 31,830) equity shares of ₹10 each of Pantec Consultants Private Limited	1.01	1.01
36,390 (previous year 36,390) equity shares of ₹10 each of Intec Worldwide Private Limited	0.86	0.86
43,500 (previous year 43,500) equity shares of ₹10 each of Spherical Collection Agency Private Limited	1.11	1.11
225,730 (previous year 225,730) equity shares of ₹10 each of Intec Share & Stock Brokers Limited	2.26	2.26
34,000 (previous year 34,000) equity shares of ₹10 each of FIMA Infotech Private Limited	2.30	2.30
44,000 (previous year 44,000) equity shares of ₹10 each of Spectacle Advisory Solutions Private Limited	0.44	0.44
Total	34.14	34.14

2.12 Deferred tax assets (Net)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Deferred tax asset:		
Provision for non-performing assets	870.68	575.67
Provision against standard assets	153.95	160.05
Provision for Gratuity	1.96	0.21
Variable incentive	56.45	61.97
leave Encashment	13.13	9.03
Others	23.19	17.54
	1,119.36	824.47
Deferred tax liability:		
- Depreciation	23.06	32.20
	23.06	32.20
Net Deferred tax assets		
Total	1,096.30	792.27

Notes to financial statements for the year ended March 31, 2015

2.13 Long term loans and advances

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Loans and advances with related parties (Unsecured, considered good)		
- Loan to Amulet Technologies Limited (subsidiary company)	1,067.22	1,052.77
Other loans and advances		
<u>Loans</u>		
Secured, considered good*	58,589.21	57,752.17
Unsecured, considered good	651.92	723.02
Secured, considered doubtful and substandard assets	5,595.18	2,837.69
Less: collateral money received from borrowers	(25,138.28)	(25,250.51)
<u>Advances</u>		
Security deposits	89.76	68.65
Unamortised Borrowing Cost	78.28	96.04
Prepaid expenses	0.27	3.23
Total	40,933.56	37,283.06

* Secured by hypothecation of specific assets.

2.14 Other non-current assets (unsecured, considered good)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Others		
Deposits with maturity over twelve months from balance sheet date	471.50	651.65
Interest accrued but not due on Fixed Deposit	44.65	56.71
Interest accrued but not due on unsecured loans #	310.77	263.00
Total	826.92	971.36

includes ₹189.73 lakhs (previous year ₹88.31 lakhs) with respect to interest accrued but not due on loans given to subsidiary company.

2.15 Cash and bank balances

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents		
Cash on hand	20.01	23.63
Cheques, drafts on hand	74.37	18.70
in Unpaid dividend account	9.92	10.64
Balances with banks		
- In current accounts	3,462.73	326.53
- On deposit accounts (Bank balances available on demand/deposits with original maturity of 3 months or less)	-	1,450.00
	3,567.03	1,829.50
Other bank balances		
- Deposits with banks (maturity within 12 months from balance sheet date)	1,433.99	1,736.27
- Deposits with banks (maturity over 12 months)	471.50	651.65
Total cash and bank balances	5,472.52	4,217.42
- Less: Deposits with banks (maturity over 12 months)	(471.50)	(651.65)
Total	5,001.02	3,565.77

Notes to financial statements for the year ended March 31, 2015

2.16 Short term loans and advances (unsecured considered good, unless otherwise stated)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Other loans and advances		
<u>Loans</u>		
Secured, considered good*	26,881.22	31,796.55
Unsecured, considered good	659.32	805.21
Secured, considered doubtful and substandard assets	451.48	261.44
Less: Collateral Money received from Borrowers	(1,279.02)	(3,627.79)
<u>Advances</u>		
Advances to employees	13.65	6.55
Prepaid expenses	99.65	81.27
Other advances	75.48	39.32
Unamortised Borrowing Cost	82.28	51.61
Advance to vendors	32.51	6.56
Total	27,016.57	29,420.72

* Secured by hypothecation of specific assets.

2.17 Other current assets (unsecured considered good, unless otherwise stated)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Interest accrued but not due on loans	784.42	811.35
Other receivables	9.97	39.38
Interest accrued but not due on Fixed Deposits	100.67	122.74
Interest accrued and due on loans	21.14	2.77
Total	916.20	976.24

2.18 Revenue from operation

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Interest on loans	11,676.92	13,321.78
Interest on fixed deposit with banks	213.32	186.27
Interest spread on securitisation / assignment	152.28	85.95
Other financial services income		
Loan processing fee	596.74	645.62
Servicing fee on assignment of loans	74.96	111.00
Income on pre-closure of loans	330.46	351.89
Other service fees	141.25	103.03
Provisions/ liabilities no longer required written back	545.07	708.49
Total	13,731.00	15,514.03

Notes to financial statements for the year ended March 31, 2015

2.19 Other income

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Miscellaneous income	71.27	51.66
Total	71.27	51.66

2.20 Employee benefit expense

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Salaries and wages	2,200.70	1,620.38
Contribution to provident and other funds	85.83	71.93
Staff welfare expenses	81.20	58.08
Total	2,367.73	1,750.39

2.21 Finance costs

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Interest expense		
Interest on term loan:		
- from banks	2,469.81	1,881.30
- from financial institutions	339.82	557.47
Interest on Non convertible debentures	200.34	-
Interest on loans repayable on demand from banks	2,545.37	2,421.96
Interest on other loans (corporate bodies)	227.47	377.61
Interest on collateral money received from borrowers	1,696.84	2,261.65
Discount on commercial paper	73.72	60.91
Other borrowing cost		
Processing fees and other bank charges	168.60	251.69
Total	7,721.97	7,812.59

Notes to financial statements for the year ended March 31, 2015

2.22 Other expenses *

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Electricity and water	35.87	26.26
Rent (refer to note 2.24)	225.32	175.30
Legal and professional (refer to note 2.23)	560.76	468.61
Rates and taxes	124.92	157.41
Collection charges	73.97	139.10
Repair and maintenance - others	74.81	54.66
Staff recruitment and training	66.06	43.35
Communications	83.46	51.46
Travelling and conveyance	178.11	172.70
Business Promotion Expenses	33.25	33.61
Provision and written off		
Provision for standard assets	(26.04)	263.11
Provision for substandard and doubtful debts	822.18	1,556.37
Bad debts written off	245.59	17.55
Corporate Social Responsibilities	2.35	-
Miscellaneous expenses	140.91	125.52
Total	2,641.53	3,285.01

2.23 Auditor's remuneration (excluding service tax)

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
As auditor		
-Statutory audit	10.00	9.00
-Tax audit	0.75	0.75
-Limited reviews	6.75	4.50
-Other services	2.00	1.70
-Reimbursement of expenses	2.05	1.00
Total	21.55	16.95

Notes to financial statements for the year ended March 31, 2015

2.24 Operating leases

The Company's significant leasing arrangements are in respect of operating leases for premises (commercial premises, offices etc.). The leasing arrangements include non-cancellable leases generally ranging from 3-6 years and are usually renewable by mutual consent on mutually terms. There are no sub leases.

The aggregate lease rentals payable are charged to Statement of Profit and Loss.

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Lease payments recognized in the Statement of Profit and Loss	225.32	175.30

Non-cancellable operating lease rentals payable (minimum lease payments) under these leases are as follow:

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Payable within one year	49.54	41.22
Payable between one and five years	21.90	12.89
Payable after five years	-	-
Total	71.44	54.11

2.25 Disclosure with respect to Accounting Standard (AS)-15 (Revised) Employee Benefits

Defined benefit plan (Gratuity):

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days (for a month of 26 days) of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, except that there is no limit on payment of gratuity.

The Company had carried out an actuarial valuation in accordance with AS-15 (Revised) "Employee Benefits" during the year ended March 31, 2015. Disclosures with respect to changes in defined benefit obligation, funded status, expense for the year with respect to year ended March 31, 2015 are made based on the report received from LIC.

The following table sets out the status of the gratuity plan as required under AS-15 (Revised):

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
A) Reconciliation of benefit obligations and plan assets		
Opening defined benefit obligation	49.63	42.75
Current service cost	22.54	18.21
Interest cost	4.51	3.97
Actuarial losses/ (gains)	(9.47)	(15.30)
Benefits paid	(1.37)	-
Settlement loss/ (gain)	-	-
Closing defined benefit obligation	65.84	49.63
Change in the fair value of plan assets		
Opening fair value of plan assets	49.01	26.71
Expected return on plan assets	4.28	2.40
Actuarial gains/ (losses)	(0.47)	0.55
Contributions paid by employer	8.72	19.35
Benefits paid	(1.37)	-
Closing fair value of plan assets	60.17	49.01

Notes to financial statements for the year ended March 31, 2015

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
B) Reconciliation of present value of the obligations and the fair value of the plan assets		
Present value of funded obligations	65.84	49.63
Fair value of plan assets	60.17	49.01
Net asset/ (liability) to be recognised in Balance Sheet	(5.67)	(0.62)
C) Gratuity cost for the year:		
Current service cost	22.54	18.21
Interest cost	4.51	3.97
Expected return/ (loss) on plan assets	(4.28)	(2.40)
Settlement loss/ (gain)	-	-
Net actuarial losses/ (gain) recognised in year	(18.26)	(15.85)
Prior period charge for current cost	-	3.85
Net gratuity cost/ (income) to be recognised in Statement of Profit and Loss	4.51	7.78

Experience adjustments:

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Experience gain/ (loss) adjustments on plan liabilities	15.37	16.39
Experience gain/ (loss) adjustments on plan assets	(0.47)	0.54

Investment details of the plan assets

100% of the plan assets are with the Insurer Managed funds.

Assumptions	March 31, 2015	March 31, 2014
Discount rate	7.80%	9.10%
Expected rate of return on plan assets	8.71%	8.75%
Salary escalation rate	10.00%	10.00%

Economic assumptions

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary increase takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Demographic assumptions

Particulars	March 31, 2015		March 31, 2014	
	Ages	Withdrawal Rate	Ages	Withdrawal Rate
(1) Retirement Age	60 years		60 years	
(2) Mortality: - Published rates under the LIC (2006-08) mortality tables.				
(3) Leaving service	Uniform Management		Uniform Management	
	Ages	Withdrawal Rate	Ages	Withdrawal Rate
	20-29 years	7.5%	20-29 years	7.5%
	30-40 years	7.5%	30-40 years	7.5%
	41-60 years	7.5%	41-60 years	7.5%

Notes to financial statements for the year ended March 31, 2015

2.26 Contingent liabilities

- (i) **Bank Guarantee:** The Company has liened Fixed Deposits of ₹1,576.49 lakhs (Previous Year : ₹2,058.92 lakhs) to various banks for availing term loans, CDA and working capital loans.
- (ii) **Bank Guarantee to Sales Tax:** The Company has given bank guarantee of ₹2.00 lakhs (Previous Year : ₹2.00 lakhs) to Sales Tax Department.
- (iii) **Collateral given for assignment/ securitisation transactions:** The cash collateral as at March 31, 2015 amounts to ₹326.96 lakhs (Previous Year: ₹326.96 lakhs, equivalent to 8% of pool provided) given by the Company for covering shortfalls in the recovery of instalments in the pool. The deal was executed with IDBI Bank Ltd. for an amount of ₹4,086.99 lakhs.
- (iv) The Company's pending litigations comprise of claims against the Company primarily by the customers. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2015.
- (v) Loan pending disbursement amounting to ₹2,337.82 Lakhs (Previous Year : ₹966.58 Lakhs).

2.27 Segment Reporting:

Since the Company's business activity falls within single primary/ secondary business segment viz., loan and financing in India, no disclosure is required to be given as per Accounting Standard (AS) – 17 "Segment Reporting" as notified under Section 133 of the Companies Act, 2013 ('the Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

2.28 Disclosure pursuant to Clause 32 of Listing Agreement

Included in loans and advance are:

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Due from Subsidiaries:		
Amulet Technologies Limited		
(Maximum amount outstanding during the year ₹1,256.95 lakhs and in previous year is ₹1,153.86)#	1,256.95	1,153.86

#includes interest accrued

2.29 Related Parties under AS-18 with whom transactions have taken place during the year.

- a) **Subsidiary company**
Amulet Technologies Limited
- b) **Key Management Personnel**
Sanjeev Goel (Managing Director)
Ritika Goel (Director)
Y.L. Madan (Director)
Dhruv Prakash (Director)
- c) **Enterprises over which key Management Personnel exercises significant influence**
Bubble Infosolutions Private Limited
- d) **Enterprises over which relative of key management exercises significant influence**
Intec Infonet Private Limited
Lakshmi Precision Screws Limited
Infrastructure Advisors Private Limited
- e) **Investing party in respect of which the reporting enterprise is an associate**
Pantec Devices Private Limited

Notes to financial statements for the year ended March 31, 2015

Transactions with Related Parties

Nature of transaction	Subsidiary Company		Investing Company		Key Management Personnel		Relative of Key Management Personnel		Enterprises over which key Management Personnel exercises significant influence		Enterprise over which relative of key management personnel having significant influence	
	Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Remuneration												
Sanjeev Goel	-	-			100.00	133.80	-	-	-	-	-	-
Interest on loans												
-Amulet Technologies Limited	98.49	97.45			-	-	-	-	-	-	-	-
-Lakshmi Precision Screws Limited									70.53	81.48		
-Pantec Devices Private Limited			2.25	2.25								
Loan Given												
-Amulet Technologies Limited	13.69	10.03	-	-	-	-	-	-	-	-	-	-
-Lakshmi Precision Screws Limited	-	-							136.05	-		
Loan Repaid												
-Lakshmi Precision Screws Limited									143.78	128.93		
Purchase of Assets												
-Intec Infonet Private Limited	-	-			-	-	-	-	-	-	44.86	18.29
Maintenance charges paid												
-Intec Infonet Private Limited	-	-			-	-	-	-	-	-	3.73	3.12
Advisory Fees												
-Infrastructure Advisors Private Limited									66.62	48.52		
Retainership Fees												
-Y.L.Madan					4.00	3.80						
-Dhruv Prakash					10.00							

c) Year end balances

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Payables		
Intec Infonet Private Limited	0.62	-
Infrastructure Advisors Private Limited	3.07	3.32
Receivables		
Amulet Technologies Limited	1,256.95	1,153.86
Lakshmi Precision Screws Limited	455.05	462.78
Pantec Devices Private Limited	33.34	31.32
Key management personnel		
Sanjeev Goel (Payable/(Receivable))	(8.33)	73.31

Notes to financial statements for the year ended March 31, 2015

2.30 (a) Disclosures relating to Securitisation in terms of the notification issued by the Reserve Bank of India vide its circular numbered RBI/ 2012-13/170 DNBS. PD. No.301/3.10.01/ 2012-13

S. Particulars No	No. /Amount in ₹ lakhs
1. Number of SPVs sponsored by the NBFC for securitisation transactions	1
2. Total amount of securitised assets as per books of the SPVs sponsored by the NBFC	4,086.99
3. Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance sheet	
a) Off-balance sheet exposure	
* First loss	-
* Others	-
b) On-balance sheet exposure	
* First loss	326.96
* Others	204.35
4. Amount of exposures to securitisation transactions other than MRR	
a) Off-balance sheet exposure	
i Exposure to own securitisations	
* First loss	-
* Others	-
ii Exposure to third party securitisations	
* First loss	-
* Others	-
Amount of exposures to securitisation transactions other than MRR	
b) On-balance sheet exposure	
i Exposure to own securitisations	
* First loss	-
* Others	-
ii Exposure to third party securitisations	
* First loss	-
* Others	-

No securitization deal was undertaken during the year ended March 31, 2015.

(b) Assignment Deal:

The Company sells loans through direct assignments. The information on direct assignment activity of the Company as an Originator is as given below:

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
(i) No. of accounts	157	-
(ii) Aggregate value (net of provisions) of accounts sold	2,636.79	-
(iii) Aggregate consideration	2,636.79	-
(iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-
(v) Aggregate gain / loss over net book value	-	-

Notes to financial statements for the year ended March 31, 2015

2.31 Disclosure of Restructured accounts

Sl No	Type of Restructuring	Under CDR Mechanism						Under SME Debt Restructuring Mechanism			Others			Total					
		Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful			
1	Restructured Accounts as on April 1, 2014	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
		Amount outstanding (net of collateral)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Provision there on#	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding (net of collateral)#	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Upgradation to restructured standard category during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the year and hence need not be shown as restructured standard advances at the beginning of the next year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradations of restructured accounts during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Write-offs of restructured accounts during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Restructured Accounts as on March 31, 2015	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
		Amount outstanding (net of collateral)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on##	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

This includes ₹201.85 lakhs on cases existing as on April 1, 2014.

The closing balance of restructured accounts represents amounts outstanding as at March 31, 2015 (net of repayments made as at year end).

(Amounts in ₹ lakhs)

Notes to financial statements for the year ended March 31, 2015

2.32 Additional information as per guidelines issued by the Reserve Bank of India in respect of Non-Banking Financial (Non-deposit accepting or holding) Systemically Important (NBFC-ND-SI):

i. Capital funds, risk assets/ exposure and risk asset ratio (CRAR)

Items	As at March 31, 2015	As at March 31, 2014
CRAR (%)	21.54%	21.33%
CRAR - Tier I capital (%)	21.13%	20.88%
CRAR - Tier II capital (%)	0.41%	0.45%

B. Investments

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
1) Value of Investments		
i) Gross Value of Investments		
(a) In India	34.14	34.14
(b) Outside India	-	-
ii) Provision for Depreciation		
(a) In India	-	-
(b) Outside India	-	-
iii) Net Value of Investments		
(a) In India	34.14	34.14
(b) Outside India	-	-
2) Movement of provisions held towards depreciation on investments		
i) Opening balance	-	-
ii) Add: Provisions made during the year	-	-
iii) Less: Write-off/ write-back of excess provisions during the year	-	-
iv) Closing balance	-	-

ii. Statement on exposure to real estate sector

Category	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
a) Direct exposure		
(i) Residential mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; (individual housing loans up to ₹15 lakh may be shown separately)#	5,012.26	4,570.17
(ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction etc). Exposure would also include non fund-based (NFB) limits (including agricultural land);#	5,841.49	3,683.42
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures-		
a. Residential,		
b. Commercial Real Estate.		
b) Indirect exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing finance Companies (HFCs).		

Loans pertain to above category are business loans.

Notes to financial statements for the year ended March 31, 2015

iii. Statement on Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2015

(Amounts in ₹ lakhs)

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	468.57	751.36	1,408.66	1,640.45	25,830.70	10,021.83	2,705.58	-	42,827.15
Market Borrowings	134.19	135.01	135.97	413.36	1,322.98	4,949.56	2,006.93	-	9,098.07
Assets									
Advances #	1,971.70	2,288.49	2,220.60	6,827.43	13,223.42	32,642.88	5,162.79	625.11	64,962.42
Investments	-	-	-	-	-	-	-	34.14	34.14

Advances comprise of lending assets (principal portion), net of provision for non-performing assets

Maturity pattern of certain items of assets and liabilities as at March 31, 2014

(Amounts in ₹ lakhs)

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	1,413.20	466.87	392.77	19,052.82	6,364.07	10,049.82	3,941.20	-	41,680.75
Market Borrowings	113.27	114.04	114.81	468.49	1,463.22	3,545.37	1,735.72	-	7,554.93
Assets									
Advances #	3,664.33	2,554.52	2,544.43	7,717.05	12,696.12	33,232.16	2,452.73	(204.44)*	64,656.90
Investments	-	-	-	-	-	-	-	34.14	34.14

Advances comprise of lending assets (principal portion), net of provision for non-performing assets

* Negative assets balance is on account of excess of collateral money to be refunded to customers over balance of loans' principal

2.33 Concentration of Advances, Exposures and NPAs

i) Concentration of Advances

(Amounts in ₹ lakhs)

Total Advances to twenty largest borrowers	8,987.20
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	9.57%

ii) Concentration of NPAs (Gross Exposure)

(Amounts in ₹ lakhs)

Total Exposures to top four NPA accounts	1,613.59
--	----------

Notes to financial statements for the year ended March 31, 2015

iii) Sector-wise NPAs

Year ended March 31, 2015

(Amounts in ₹ lakhs)

Particulars	Gross Book	Gross NPA	Restructured Assets (Below 180 days passed due)	Total Gross NPA (Including Restructured assets)	Net NPA (Including Restructured assets)	% Gross NPA on book	% Net NPA on book
Industry	40,425.77	2,959.07	1,235.65	4,194.72	2,449.71	4.47%	2.61%
Services	3,855.23	953.43	-	953.43	503.21	1.02%	0.54%
Total Non-Priority Sector Lending (a)	44,281.00	3,912.50	1,235.65	5,148.15	2,952.92	5.48%	3.14%
Industry	47,845.73	663.30	-	663.30	366.23	0.71%	0.39%
Services	1,768.82	235.20	-	235.20	211.68	0.25%	0.23%
Total Priority Sector Lending(b)	49,614.55	898.51	-	898.51	577.91	0.96%	0.62%
Total (a+b)	93,895.55	4,811.01	1,235.65	6,046.66	3,530.83	6.44%	3.76%

Note: For calculating above percentages, restructured assets which are less than 180 days overdue and not recognized as NPA (as per RBI guidelines), have been included as they are reported under Substandard assets. Further, the Gross NPA% is 8.96% based on advances net of collateral and Net NPA% is 5.44% based on advances net of collateral and provision for sub-standard assets.

Year ended March 31, 2014

(Amounts in ₹ lakhs)

Industry / Services	Book Size	Gross NPA	Restructured Assets (Below 180 days passed due)	Total Gross NPA (Including Restructured assets)	Net NPA (Including Restructured assets)	% Gross NPA on book	% Net NPA on book
Industry	41,878.30	1,432.51	1,297.32	2,729.83	1,320.87	1.50%	1.39%
Services	5,109.03	41.51	-	41.51	(0.00)	0.04%	0.00%
Total Non-Priority Sector Lending (a)	46,987.33	1,474.02	1,297.32	2,771.34	1,320.87	1.55%	1.39%
Industry	46,612.81	206.93	120.87	327.80	84.61	0.22%	0.09%
Services	1,628.72	-	-	-	-	0.00%	0.00%
Total Priority Sector Lending(b)	48,241.53	206.93	120.87	327.80	84.61	0.22%	0.09%
Total (a+b)	95,228.85	1,680.94	1,418.19	3,099.13	1,405.48	1.77%	1.48%

Note: For calculating above percentages, restructured assets which are less than 180 days overdue and not recognized as NPA (as per RBI guidelines), have been included as they are reported under Substandard assets. Further, the Gross NPA% is 4.60% based on advances net of collateral and Net NPA% is 2.14% based on advances net of collateral and provision for sub-standard assets.

Notes to financial statements for the year ended March 31, 2015

iv) Movement of NPAs

Particulars	(Amounts in ₹ lakhs)	
	Year 2014-15	Year 2013-14
(i) Net NPAs to Net Advances (%)	3.76%	1.48%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	3,099.13	261.19
(b) Additions during the year	3,954.45	2,959.26
(c) Reductions during the year	1,006.92	121.32
(d) Closing balance	6,046.66	3,099.13
(iii) Movement of Net NPAs		
(a) Opening balance	1,405.48	123.91
(b) Additions during the year	2,691.25	1,385.34
(c) Reductions during the year	565.90	103.77
(d) Closing balance	3,530.83	1,405.48
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	1,693.65	137.28
(b) Provisions made during the year	1,263.20	1,573.92
(c) Write-off / write-back of excess provisions	441.02	17.55
(d) Closing balance	2,515.83	1,693.65

Note:-NPA includes restructuring amounting to ₹1,235.65 lakhs and provision thereon ₹339.02 lakhs.

(v) Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss

	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Provision towards NPA	822.18	1,556.37
Provision for Standard Assets	(26.04)	263.11
Provision made towards Income tax	322.18	841.36

(vi) Exposure to Capital Market

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
(i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	34.14	34.14
(ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
(v) secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi) loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii) bridge loans to companies against expected equity flows / issues;	-	-
(viii) all exposures to Venture Capital Funds (both registered and unregistered)	-	-

Notes to financial statements for the year ended March 31, 2015

2.34 Customer Complaints

(a) No. of complaints pending at the beginning of the year	NIL
(b) No. of complaints received during the year	111
(c) No. of complaints redressed during the year	110
(d) No. of complaints pending at the end of the year	01

2.35 Miscellaneous

- Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded by the NBFC**
During the year, the Company has not exceeded SBL & GBL limits as prescribed under NBFC Regulation
- Registration obtained from other financial sector regulators**
The company has not obtained any registration from other financial sector regulators
- Disclosure of Penalties imposed by RBI and other regulators**
No penalty has been imposed by the RBI or any other regulator during the year.

4. Ratings assigned

Particulars	Year 2014-15	Year 2013-14
(a) Commercial Paper	CARE A1+(SO)	ICRA A1+(SO)
(b) Non-Convertible Debentures	CARE BBB+	-
(c) Other Bank Loan facilities	CARE BBB+	CARE BBB+

5. Remuneration of Directors (Non-executive)

Particulars	(Amounts in ₹ lakhs)	
	Year 2014-15	
Sitting Fees	1.90	
Professional Fees	14.00	

2.36

The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). Basis on these rules the amount was to be spent for CSR activities was ₹40.28 lakhs whereas the Company has paid an amount of ₹2.35 Lakhs to "Chhatravas Chandra Arya VidyaMandir" towards Corporate Social Responsibility.

2.37 Prior period items:

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Income		
Interest income on loans	-	760.03
Deferred tax credit	-	139.43
Sub-total(A)	-	899.46
Expenses		
Other expenses	-	3.89
Interest on fixed deposits (reversal)	-	20.94
Provision for substandard and doubtful debts	-	73.69
Rates and taxes	-	78.86
Salaries and wages	-	22.81
Legal and professional	-	2.10
Sub-total (B)	-	202.29

Notes to financial statements for the year ended March 31, 2015

2.38 Earnings Per Share (EPS)

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Profit after tax as per the statement of Profit and Loss	643.24	1816.46
Less: Dividends on preference shares and tax thereon	0.00	36.47
Net profit attributable to equity shareholders for calculation of basic EPS	643.24	1779.98
Opening balance of equity shares	1,83,66,250	1,34,58,630
Add: Issued/ converted during the year:	-	49,07,620
Closing balance of equity shares	1,83,66,250	1,83,66,250
Nominal value of equity share	10.00	10.00
Weighted average number of equity shares outstanding during the period for calculation of basic EPS	1,83,66,250	1,42,70,811
Effect of diluted potential equity shares	-	26,98,803
Weighted average number of equity shares for calculation of diluted EPS	1,83,66,250	1,69,69,614
Basic earnings per share	3.50	12.47
Diluted potential equity shares	3.50	10.70

2.39

Schedule to the Balance Sheet of a of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007) (Refer Annexure – 1)

2.40

At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

2.41

The previous year numbers for the year ended March 31, 2014 were audited by an Independent firm of Chartered Accountants other than S.R. BATLIBOI & ASSOCIATES LLP.

2.42

The Board of Directors has recommended, subject to the approval of shareholders, dividend of ₹0.50 per share (5%).

2.43

There is no unhedged foreign currency exposure during the year.

2.44

Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.

As per our report of even date attached
For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W

per Amit Kabra
Partner
Membership No.: 094533

Place: New Delhi
Date: May 28, 2015

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel
Managing Director
DIN:00028702

Puneet Sehgal
Company Secretary

Place: New Delhi
Date: May 28, 2015

S.K. Goel
Director
DIN:00963735

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Annexure – 1

Schedule to the Balance Sheet of a Non-Banking Financial Company as required in terms of Paragraph 13 of Non-Banking Financial Companies (Non-deposit accepting or holding) Prudential Norms (Reserve Bank) Directions, 2007.

1 Liabilities side:

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:				
(a) Debentures:				
Secured	5,200.34	-	-	-
Unsecured	-	-	-	-
(Other than falling within the meaning of public deposits)				
(b) Deferred credits	-	-	-	-
(c) Term loan	21,350.35	-	22,793.83	-
(d) Inter corporate loans and borrowings	2,009.24	-	4,380.08	-
(e) Commercial paper (net of un-amortised discount on issue)	980.81	-	993.96	-
(f) Other loans :				
Working capital demand loans from banks	11,503.15	-	3,505.07	-
Cash credit/overdraft from banks	11,412.73	-	17,777.85	-
Total	52,456.62	-	49,450.79	-

2 Assets side:

(Amounts in ₹ lakhs)

Particulars	Amount outstanding	Amount outstanding
	As at March 31, 2015	As at March 31, 2014
Break-up of loans and advances including bills receivables (other than those included in (4) below):		
(a) Secured #	89,001.26	90,954.21
(b) Unsecured #	2,378.46	2,846.77
Total	91,379.72	93,800.98

Comprises of trade receivables, loans which are disclosed net of provision for non-performing assets

3 Break-up of leased assets and stock on hire and hypothecation loans counting towards other assets counting towards AFC activities

(Amounts in ₹ lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges, under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed stock	-	-
(iii) Other Loans counting towards AFC activities:		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
Total	-	-

4 Break-up of investments

(Amounts in ₹ lakhs)

Particulars	Amount outstanding	Amount outstanding
	As at March 31, 2015	As at March 31, 2014
Current investments:		
1 Quoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others (please specify)	-	-
2 Unquoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others (please specify)	-	-
Long term investments:		
1 Quoted:		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others (please specify)	-	-
2 Unquoted:		
(i) Shares:		
(a) Equity	34.14	34.14
(b) Preference	-	-
(ii) Debentures and bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government securities	-	-
(v) Others (please specify)	-	-
Total	34.14	34.14

5 Borrower group wise classification of all assets financed as in (2) and (3) above :

(Amounts in ₹ lakhs)

Particulars	Amount net of provisions As at March 31, 2015			Amount net of provisions As at March 31, 2014		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1 Related Parties:						
(a) Subsidiaries	-	1,067.22	1,067.22	-	1,052.77	1,052.77
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	22.50	22.50	-	22.50	22.50
2 Other than related parties	89,001.26	1,288.74	90,290.00	90,954.21	1,771.50	92,725.71
Total	89,001.26	2,378.46	91,379.72	90,954.21	2,846.77	93,800.98

6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

(Amounts in ₹ lakhs)

Category	As at March 31, 2015		As at March 31, 2014	
	Market value/ Break-up or Fair value or NAV	Book value (net of Provisions)	Market Value/ Break-up or Fair Value or NAV	Book value (net of Provisions)
1 Related Parties:				
(a) Subsidiaries	-	25.00	-	25.00
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	1.16	-	1.16
2 Other than related parties	-	7.98	-	7.98
Total	-	34.14	-	34.14

7 Other information

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) Gross Non-Performing Assets#		
(a) Related parties	-	-
(b) Other than related parties	6,046.66	3,099.13
(ii) Net Non-Performing Assets #		
(a) Related parties	-	-
(b) Other than related parties	3,530.83	1,405.48
(iii) Assets acquired in satisfaction of debts (net of provisions)		
Total	-	-

Note:-NPA includes restructuring.

Independent Auditor's Report

To
The Members of
Intec Capital Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Intec Capital Limited (hereinafter referred to as "the Holding Company"), its subsidiary 'Amulet Technologies Limited' (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by

the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph (a) of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2015, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 2 (c) (I) (i) to the statements for the change in Company's estimates related to provisioning for loans, which have been revised in order to align the same in accordance with Reserve Bank of India ('RBI') prudential norms on Non-Performing Assets (NPA). As informed to us, the above mentioned change has been carried over in view of management re-assessment of recoverability of its non-performing assets,

considering the quality and quantum of primary and collateral security available with the Company. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding company, its subsidiaries, incorporated in India, to whom the Order applies, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, to the extent applicable, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary company, incorporated in India, none of the directors of the Group's companies, incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in

our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 2.27 (v) to the consolidated financial statements;
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, where ever required to be transferred, to the Investor Education and Protection Fund by the Group.

Other Matter

- (a) The accompanying consolidated financial statements include total assets of ₹964.07 lakhs as at March 31, 2015, and total revenue of ₹ Nil and net cash outflows of ₹1.03 lakhs for the year ended on that date, in respect of a subsidiary, which have been audited by other auditor, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of such other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For S.R.BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration Number: 101049W

Per Amit Kabra

Partner

Membership Number: 094533

Place of Signature: New Delhi

Date: May 28, 2015

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

The Group comprising Intec Capital Limited (‘Holding Company’) and its subsidiary to whom the provision of the order apply (‘together referred to as “the covered entities of the Group”’)

- (i) (a) The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management of the Holding Company and subsidiary during the year but there is a regular programme of verification which in our opinion and as reported by the other auditors who audited the financial statements of the aforesaid subsidiary is reasonable having regard to the size of the of the Holding Company and the covered entities of the Group and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) The business of the Holding Company and the covered entities of the Group does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Holding Company and the covered entities of the Group.
- (iii) According to the information and explanations given to us and as reported by the other auditors who audited the financial statements of the subsidiary, the Holding Company and the covered entities of the Group have not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the covered entities of the Group and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us and as reported by the other auditors who audited the financial statements of the subsidiary, there is an adequate internal control system commensurate with the size of the Holding Company and the covered entities of the Group and the nature of its businesses, for the purchase of inventory and fixed assets and for the sale of goods and services, to the extent applicable to the nature of the business of the covered entities of the Group. During the course of our audit and as reported by the other auditors who audited the financial statements of the subsidiary, no major weakness was observed or continuing failure to correct any major weakness in the internal control system of the Holding Company and the covered entities of the Group in respect of these areas.
- (v) The Holding Company and the covered entities of the Group have not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Holding Company and as reported by the other auditor who audited the financial statements of the subsidiary, the Holding Company and subsidiary are not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Holding Company and the covered entities of the Group.
- (vii) (a) The Holding Company and the covered entities of the Group are regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues as applicable to the respective covered entities except a slight delay in a few cases in respect of Holding Company. The provisions relating to customs duty and excise duty and wealth tax are not applicable to the Group.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, wealth-tax, service tax, sales-tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable for the covered entities of the Group.
- (c) According to the information and explanations given to us and as reported by the other auditor who audited the financial statements of the subsidiary, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (d) According to the information and explanations given to us and as reported by the other auditor who audited the financial statements of the subsidiary, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time to the extent applicable to the covered entities.

- (viii) The Holding Company has no accumulated losses at the end of the financial year and has not incurred cash losses in the current and immediately preceding financial year. Further, as reported by the other auditor who audited the financial statements of the subsidiary, the subsidiary has been registered for a period less than five years, hence they are not required to comment on whether or not the accumulated losses at the end of the financial year is fifty per cent or more of the subsidiary's net worth and whether the subsidiary has incurred cash losses in the current financial year and in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management and as reported by the other auditor who audited the financial statements of the subsidiary, we are of the opinion that the covered entities of the Group have not defaulted in their repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Holding Company and the Covered entities of the Group have not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) Based on the information and explanations given to us by the management and as reported by other auditor who audited the financial statements of the subsidiary, term loans were applied for the purpose for which the loans were obtained by the Holding Company and the covered entities of the Group.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management and report of the other auditor who audited the financial statements of the subsidiary, which we have relied upon, we report that no fraud on or by the Holding Company and the Covered entities of the Group have been noticed or reported during the year.

For S.R.BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration Number: 101049W

Per Amit Kabra

Partner

Membership Number:094533

Place of Signature: New Delhi

Date: May 28, 2015

Consolidated Balance Sheet as at March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	Note No.	As at March 31, 2015	As at March 31, 2014
Equity and liabilities			
Shareholders' funds			
Share capital	2.1	1,836.63	1,836.63
Reserves and surplus	2.2	14,053.55	13,647.39
		15,890.18	15,484.02
Non-current liabilities			
Long-term borrowings	2.3	19,683.91	19,272.09
Other long-term liabilities	2.4	2,705.71	3,193.74
Long-term provisions	2.5	2,940.57	1,977.27
		25,330.19	24,443.10
Current liabilities			
Short-term borrowings	2.6	23,915.88	22,282.91
Trade payables	2.7	200.30	100.08
Other current liabilities	2.8	9,962.31	9,699.43
Short-term provisions	2.9	522.49	1,071.70
		34,600.98	33,154.12
Total		75,821.35	73,081.24
Assets			
Non-current assets			
Fixed assets	2.10		
- Tangible		1,126.75	1,073.99
- Intangible		71.75	63.48
- Capital work in progress		76.63	76.63
Non-current Investments	2.11	9.14	9.14
Deferred tax Assets (net)	2.12	1,096.30	792.27
Long-term loans and advances	2.13	39,866.35	36,230.31
Other non-current assets	2.14	637.19	870.27
		42,884.11	39,116.09
Current assets			
Cash and bank balances	2.15	5,002.77	3,566.50
Short-term loans and advances	2.16	27,018.28	29,422.41
Other current assets	2.17	916.19	976.24
		32,937.24	33,965.15
Total		75,821.35	73,081.24
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per Amit Kabra

Partner

Membership No.: 094533

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel

Managing Director

DIN:00028702

S.K. Goel

Director

DIN:00963735

Puneet Sehgal

Company Secretary

Sudhindra Sharma

Chief Financial Officer

Place: New Delhi

Date: May 28, 2015

Place: New Delhi

Date: May 28, 2015

Place: New Delhi

Date: May 28, 2015

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue			
Revenue from operations	2.18	13,632.51	15,416.58
Other income	2.19	71.27	51.66
Total revenue		13,703.78	15,468.24
Expenses			
Employee benefits expense	2.20	2,367.73	1,750.39
Finance costs	2.21	7,721.97	7,812.59
Depreciation and amortisation	2.10	105.62	59.88
Other expenses	2.22	2,647.86	3,402.43
Total expenses		12,843.18	13,025.29
Profit before tax		860.60	2,442.95
Tax expense			
- Current tax		620.24	1,613.27
- Deferred tax (credit)/ charge		(298.09)	(837.45)
- Current tax for earlier years		-	65.54
		322.15	841.36
Profit for the year		538.45	1,601.59
Earning per equity share (par value of ₹10 per share) (Refer Note 2.31)			
- Basic		2.93	10.97
- Diluted		2.93	9.44
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W

per **Amit Kabra**
Partner
Membership No.: 094533

Place: New Delhi
Date: May 28, 2015

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel
Managing Director
DIN:00028702

Puneet Sehgal
Company Secretary

Place: New Delhi
Date: May 28, 2015

S.K. Goel
Director
DIN:00963735

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Consolidated Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Cash flow from operating activities		
Profit before tax	860.60	2,442.95
Adjustments for:		
Depreciation and amortisation	105.62	59.88
Provision no longer required written back	(545.07)	(708.49)
Provision for sub-standard and doubtful assets	822.18	1,556.37
Provision for standard assets	(23.40)	263.11
Loss on sale of fixed assets (net)/ assets discarded	0.06	1.09
Bad and doubtful debts written off	245.59	17.55
Capital work in progress	-	117.05
Operating profit before working capital changes	1,465.56	3,749.51
Movement in working capital:		
Increase in loans and advances	(932.43)	(9,180.43)
Increase in current and non current assets	293.13	(484.55)
Increase in trade payables, current and non current liabilities	(780.13)	1,238.91
Decrease/(Increase) in other bank balances	256.44	(125.28)
Increase in short-term and long-term provisions	16.44	15.02
Cash from operations	319.01	(4,786.82)
Taxes paid	(1,011.90)	(1,394.63)
Net cash used in from operating activities (A)	(692.91)	(6,181.45)
Cash flow used in from investing activities		
Purchase of fixed assets	(188.09)	(68.85)
Proceeds from sale of fixed assets	4.33	0.73
Proceeds from Maturity of Fixed Deposits	45.74	(3.74)
Net cash used in from investing activities(B)	(138.04)	(71.86)
Cash flow from/ (used in) financing activities		
Proceeds from issue of equity shares (including securities premium)	-	1,770.92
Dividend paid (including tax thereon)	(120.04)	(86.25)
Proceeds from commercial papers issued by banks	2,000.00	3,500.00
Repayment of commercial papers	(2,000.00)	(2,500.00)
Net repayment of cash credits account	1,632.97	(2,461.75)
Proceeds from secured loans	12,552.00	13,500.00
Repayments of secured loans	(8,905.50)	(5,595.44)
Net repayment of unsecured loans	(2,589.93)	(799.92)
Net cash from/ (used in) financing activities (C)	2,569.50	7,327.56

Consolidated Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Net increase in cash and cash equivalents (A+B+C)	1,738.55	1,074.25
Cash and cash equivalents at the beginning of the year	1,830.23	755.98
Cash and cash equivalents at the end of the year	3,568.78	1,830.23
Cash and cash equivalents at the end of the year (refer note 2.15)	3,568.78	1,830.23
Add:-		
Other bank balances (refer note 2.15)	1,905.49	2,387.92
Total cash and bank balances (including long term deposit)	5,474.27	4,218.15
Less:		
Deposits with banks (maturity over 12 months)	(471.50)	(651.65)
Cash and bank balances at the end of the year	5,002.77	3,566.50

Notes

- The Cash Flow Statement has been prepared in accordance with the 'Indirect Method' as set out in the Accounting Standard (AS)-3 on 'Cash Flow Statements', accounting standard notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.
- The notes referred to above form an integral part of the financial statements.

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For **S. R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 101049W

For and on behalf of the Board of Directors of
Intec Capital Limited

per **Amit Kabra**
Partner
Membership No.: 094533

Sanjeev Goel
Managing Director
DIN:00028702

S.K. Goel
Director
DIN:00963735

Puneet Sehgal
Company Secretary

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Place: New Delhi
Date: May 28, 2015

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

1 Corporate information

Intec Capital Limited ('the Company') incorporated in India on 15 February 1994, is registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated 4 May 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the Company, the Company received a revised Certificate of Registration ('CoR') in the name of Intec Capital Limited on 4 November 2009 under Section 45-1A of the Reserve Bank of India Act, 1934. It is a systemically important non-deposit taking Non-Banking Financial Company (NBFC-ND-SI). The Company is primarily engaged in the business of providing machinery loans to Small and Medium Enterprises ('SME') customers. During the financial year 2014-15, the Company has been registered as an Asset Finance Company ('AFC'), as defined by the RBI.

Amulet Technologies Limited ('the subsidiary') incorporated in India on 27th March 2012, is registered with Ministry of corporate affairs having main objective of providing consultancy, advisory and all related services in the area of Information technology. However, it is yet to commence business.

2 Significant accounting policies

(a) Basis of preparation of financial statements:

The Consolidated Financial Statements comprise of the Financial Statements of Intec Capital Limited (the 'Company' or 'ICL') and its subsidiary (hereinafter collectively referred to as the 'Group').

The financial statements have been prepared to comply in all material respects with the Accounting Standards ('AS') notified under section 133 of the Companies Act, 2013 (the 'Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India (IGAAP) and as per the guidelines issued by Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-deposit accepting or holding) Companies ('NBFC Regulation'). The financial statements have been prepared on an accrual basis and under the historical cost convention. The notified Accounting Standards (AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulation.

Principles of Consolidation:

The consolidated financial statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Holding Company and its subsidiary company have been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
- (ii) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.
- (iii) The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.
- (iv) The excess of Holding Company's portion of equity of the Subsidiary, over cost as at the date of investment, is treated as Capital Reserve

(b) Current / non-current classification of assets / liabilities

As required by Revised Schedule III, the Company has classified assets and liabilities into current and non-current based on the operating cycle. An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Since in case of non-banking financial Company normal operating cycle is not readily determinable, the operating cycle has been considered as 12 months.

(c) Use of estimates

The preparation of Consolidation financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

results may differ from the estimates used in preparing the accompanying financial statements. Any changes in estimates are recognised prospectively.

I) Change in Estimates

i) Provision on Loans

During the year ended March 31, 2015, the Company has changed its estimates related to provisioning for all loans in order to align the same in accordance with RBI Prudential norms on Non-Performing Assets (NPA). Consequent to the change in such estimates, provision and write off is lower by ₹1,525.99 Lakhs for the year ended March 31, 2015. The above mentioned change has been carried out in view of management re-assessment of recoverability of its NPA, considering the quality and quantum of primary and collateral security available with the Company.

ii) Depreciation on Fixed Assets

Pursuant to the Companies Act, 2013 (the "Act") becoming effective from April 01, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act. This has resulted in additional charge of depreciation of ₹48.58 Lakhs for the year ended March 31, 2015. Further, as per the transitional provision, the Company has adjusted ₹11.23 Lakhs (net of deferred tax) in the opening balance of Reserves and Surplus of Profit and Loss Account.

iii) Useful lives of Fixed Assets

Till the previous year, the Company was depreciating its assets in accordance with the rates as per Schedule XIV of the Companies Act. During the year ended March 31, 2015, the Company revised the estimated useful life of fixed assets. Accordingly, depreciation on fixed assets for the year has been provided on the basis of revised estimated useful lives.

The management's revised estimate of the useful lives of the various fixed assets is as follows:

Asset description	Useful life (in years)
Computers and peripherals	3
Furniture and Fixtures	10
Vehicles	8
Air conditioners	10
Office equipment	5
Electrical installations	8
Intangible Assets	6
Leasehold Improvements	Lease period subject to maximum of 2 years

The Company has estimated the useful life of the following assets lower than the useful life given in the Schedule II of the Companies Act, 2013. The lower life is estimated on the basis of the usage of the assets in past.

Asset description	As per Sch. II	As per Books
Electrical installations	10 years	8 years

(d) Revenue Recognition

- (i) Interest income on loans is accounted for by applying the Internal Rate of Return (IRR), implicit in the agreement, on the diminishing balance of the financed amount, over the period of the agreement so as to provide a constant periodic rate of return on the net amount outstanding on the contracts.
- (ii) Future accrual of interest is suspended for accounts that are contractually delinquent for more than 180 days, after setting-off of collateral amounts. Suspended income on such accounts is recognised as and when collected. Reversal of income not collected for these assets are being netted-off against income as required by the Prudential Norms.
- (iii) Loan installments received are apportioned between interest income and principal portion. The principal amount is reduced from the loan outstanding, so as to achieve the constant rate of interest on the remaining balance.
- (iv) Processing fees and other servicing fees and servicing fees on assignment of loans in respect of loans agreement is recognized as income on accrual basis.

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

- (v) Dividend income on investments is accounted for as and when the right to receive the same is established.
 - (vi) Profit/ loss on sale of loan assets through direct assignment/ securitization are recognized over the residual life of loan/ pass through certificates in terms of RBI guidelines. Loss arising on account of direct assignment/ securitisation is recognized upfront.
 - (vii) Interest income on fixed deposits recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
 - (viii) Income on account of overdue interest, bouncing charges received, foreclosure charges and penal charges is recognized on receipt basis.
- (e) Fixed assets, intangibles and related depreciation/ amortisation/ impairment**
- a. Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
 - b. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.
 - c. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
 - d. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
 - e. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.
 - f. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS-5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
 - g. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
 - h. The Company follows the straight-line method for computing the depreciation charge. Other fixed assets are depreciated on a straight line basis over their estimated economic useful lives as estimated by the management, except leasehold improvements, which are being amortised over the lease period. Such rates are higher than the corresponding depreciation rates prescribed in Schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/ sold during the year.

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

(f) Investment

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long-term investments" in consonance with the current/non-current classification.

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures, etc.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Consolidated Statement of Profit and Loss.

(g) Commercial paper

Commercial paper is recognized at redemption value. The difference between redemption value and issue value is charged to consolidated profit and loss account on a Straight Line Method (SLM).

(h) Borrowing Cost

Borrowing costs consists of interest and other ancillary cost that an entity incurs in connection with borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortized over the tenor of borrowings.

(i) Loan origination cost

Loan origination costs such as credit verification, agreement stamping, processing fee, ROC charges and valuation charges are charged to consolidated statement of profit and loss account.

(j) Sale of asset portfolios by way of assignment/ securitization

The Group's undertakes sale of its loan portfolios by way of securitization/ assignment out of its loan portfolio. The assigned/ securitized portfolio is de-recognised from the books of the Company in situations where the Company relinquishes its contractual rights over the underlying loan receivables and all risks and rewards are transferred to assignee/ buyer.

(k) Employee Benefits:

The Group's has various schemes of retirement benefits, namely provident fund, gratuity and leave encashment.

(a) Short term employee benefits:

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

(b) Other long term employee benefits:

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service or en-cashed at the time of retirement / termination of employment subject to restriction on the maximum number of accumulation. The company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(c) Defined contribution plan:

Contributions towards Provident Fund are considered as defined contribution plan and the contributions are charged to the Consolidated Statement of Profit and Loss for the year when the expense is actually incurred.

(d) Defined benefit plans:

The Group's gratuity scheme is a defined benefit plan. The Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous service. The Company's contribution to gratuity fund in respect of its employees is managed by a trust, which invests the funds with Life Insurance Corporation of India ('LIC'). The present value of obligations under such defined benefit plans are based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

The obligation is measured at the present value of estimated future cash flows. The discount rate used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity period approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the consolidated statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

(l) Provision for standard, sub-standard and doubtful assets

Provision for standard and sub-standard and doubtful assets is recognised in accordance with prudential norms and guidelines issued by Reserve Bank of India from time to time. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

In accordance with Para 10 of Prudential Norms, the Company has separately shown provision for loans under short term/ long term provisions (as applicable) without netting off from loans.

(m) Current and deferred tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the consolidated statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(n) Provision, contingent liabilities and contingent assets

The Group's recognises a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent

Notes to Consolidated financial statements for the year ended March 31, 2015

(All amounts in Indian Rupees (₹) in lakhs, unless otherwise stated)

liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

(o) Earnings per share

Basic earnings per equity share is computed by dividing net profit/ loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares except where results are anti-dilutive. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at the fair value.

(p) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term fixed deposits/ investments with an original maturity of three month or less.

Notes to Consolidated financial statements for the year ended March 31, 2015

2.1 Share capital

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Authorised share capital		
Equity shares:		
35,000,000 (previous year : 35,000,000) equity shares of ₹10 each	3,500.00	3,500.00
Preference shares:		
1,500,000 (previous year : 1,500,000) preference shares of ₹100 each	1,500.00	1,500.00
	5,000.00	5,000.00
Issued, subscribed and fully paid-up shares		
Equity shares:		
18,366,250 (previous year : 18,366,250) equity shares of ₹10 each fully paid up	1,836.63	1,836.63
Total	1,836.63	1,836.63

Particulars	(Amounts in ₹ lakhs)			
	As at March 31, 2015		As at March 31, 2014	
	Number of shares	Amount (₹ lakhs)	Number of shares	Amount (₹ lakhs)
Equity shares				
Balance at the beginning of the year	18,366,250	1,836.63	13,458,630	1,345.86
Add: Issued during the year	-	-	1,618,154	161.82
Add: Preference shares converted in equity shares	-	-	3,289,466	328.95
Balance as at end of the year	18,366,250	1,836.63	18,366,250	1,836.63
Preference shares				
Balance at the beginning of the year	-	-	874,122	874.12
Add: Issued during the year	-	-	-	-
Less: Preference shares converted into equity shares	-	-	874,122	874.12
Balance as at end of the year	-	-	-	-

Notes to Consolidated financial statements for the year ended March 31, 2015

(b) Terms/rights, preferences and restrictions attached to each class of shares

Equity Shares

The Company has only one class of equity shares having par value of ₹10 per share (previous year ₹10 per share). All equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Preference Shares

Previous year the Company had raised ₹600 lakhs through the issue of fully paid up 5% convertible preference shares (CPS) having face value of ₹100 each for cash, to be converted into equity shares, at a premium, if any, at such price and on such terms and condition as the board may in absolute discretion decide in accordance with SEBI (ICDR) Regulations, 2009 within the period of 18 months. The 5% convertible preference shares shall carry fixed rate of dividend at 5% per annum. During the previous year, these convertible preference shares were converted into equity shares of ₹10 each at a premium of ₹99.44 per equity share, which was determined in accordance with SEBI (ICDR) Regulations, 2009.

CPS holders has no right to receive notice of, and to be present, either in person or by proxy, at any general meeting of the Company. CPS holders has a right of five percent dividend.

Further, in the previous year the Company had raised ₹2,999.99 lakhs through the issue of 274,122 fully paid up compulsorily convertible preference shares (CCPS) having face value of ₹100 each for cash at a premium of ₹994.4 per CCPS. The CCPS are to be converted into equity shares, at premium, if any, at such price and on such terms and condition as the Board may in its absolute discretion decide in accordance with SEBI (ICDR) Regulations, 2009 within the period of six month from the date of allotment, provided that the pricing of such shares allotted on preferential basis shall not be lower than the price determined in accordance with ICDR Regulations.

CCPS holders had the right to receive notice of, and to be present, either in person or by proxy, at any general meeting of the Company as well as the same rights as the rights of a holder of equity shares, including with respect to dividend but no voting rights. Coupon rate on the CCPS shall be zero point zero zero one per cent per annum. For the avoidance of doubt, the preference shareholders' of CCPS shall be entitled to a total amount of dividend which is equivalent to the total dividend payable on the converted shares held by such shareholder. All dividend payable on the CCPS shall accrue from the Completion date and shall be payable on the conversion date. During the current year, all compulsorily convertible preference shares of ₹100 each was converted into ten equity shares of ₹10 each at a premium of ₹99.44 per equity share, determined in accordance with SEBI (ICDR) Regulations, 2009.

(c) Detail of shareholders holding more than 5% of the aggregate shares in the company:

Shareholders	As at March 31, 2015		As at March 31, 2014	
	Number of shares	% age of share holding	Number of shares	% age of share holding
Equity Shares				
Pantec Devices Private Limited	4,497,264	24.49	4,497,264	24.49
Pantec Consultant Private Limited	1,453,771	7.92	1,453,771	7.92
India Business Excellence Fund-II	2,284,356	12.44	2,284,356	12.44
India Business Excellence Fund-IIA	3,646,142	19.85	3,646,142	19.85

Notes to Consolidated financial statements for the year ended March 31, 2015

2.2 Reserves and surplus

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Securities premium account		
Balance as at the beginning of the year	8,843.84	6,689.57
Add: Premium on issue of equity shares during the year	-	1,609.09
Add: Premium on conversion of preference shares during the year	-	545.18
Balance as at the end of the year	8,843.84	8,843.84
Statutory reserve as per Section 45-IC of the RBI Act, 1934		
Balance as at the beginning of the year	1,151.45	788.16
Add: Amount transferred during the year	128.65	363.29
Balance as at the end of the year	1,280.10	1,151.45
Surplus in Statement of Profit and Loss		
Opening balance	3,652.10	2,785.69
Add: Profit for the year	538.45	1,601.59
Less: Adjustment of goodwill relating to earlier years (refer note 1 below)	-	251.85
Less: Adjustment of assignment income relating to earlier years	10.42	-
Less: Accelerated depreciation due to transition provision	11.23	-
Profit available for appropriation	4,168.90	4,135.43
Less: Appropriations		
Proposed equity dividend	91.83	71.42
Preference dividend	-	31.18
Tax on proposed dividend	18.81	17.44
Transfer to reserve under section 45-IC of the RBI Act, 1934	128.65	363.29
Balance as at the end of the year	3,929.61	3,652.10
Total reserves and surplus	14,053.55	13,647.39

Note 1 :

During an earlier year, Unitel Credit Private Limited (transferor company) had amalgamated with the Company. The difference between the amount of shares issued to the shareholders' of the transferor company and the amount of share capital of the transferor Company amounted to ₹251.85 lakhs, arising out of this amalgamation, earlier inadvertently included in goodwill, has now been adjusted to the opening reserves and surplus in the Statement of Profit and Loss in the 2013-14 year, as required by Accounting Standard-14, Accounting for Amalgamations.

Notes to Consolidated financial statements for the year ended March 31, 2015

2.3 Long Term Borrowings

(Amounts in ₹ lakhs)

Particulars	Short term portion		Long term portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Secured				
Term Loan:				
- from banks	6,183.85	5,406.84	12,727.43	13,991.02
- from financial institutions	1,232.37	1,411.84	1,148.48	1,835.90
- Non Convertible Debentures	714.29	-	4,285.71	-
Unsecured				
Other loans (corporate bodies)	194.95	862.00	1,522.29	3,445.17
	8,325.46	7,680.68	19,683.91	19,272.09
Less: Amount shown under other current liabilities (refer to note 2.8)	8,325.46	7,680.68	-	-
Total	-	-	19,683.91	19,272.09

Disclosures with respect to year ended 31 March 2015

(a) Details for maturity and security :

(Amounts in ₹ lakhs)

Particulars	Maturity pattern				Total
	0-1 years	1-2 years	2-3 years	3-5 years	
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-6 to 48)	5,416.85	5,049.87	4,281.02	2,705.33	17,453.07
for loans taken from financial institutions# (Remaining installments payable-7 to 48)	917.81	346.80	346.80	219.10	1,830.51
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-16 to 30)	767.00	558.86	132.33	-	1,458.19
for loans taken from financial institutions# (Remaining installments payable-20)	300.00	200.00	-	-	500.00
(iii) Secured by hypothecation of car					
for loans taken from financial institutions# (Remaining installments payable-8 to 50)	14.54	10.13	11.22	14.43	50.33
(iv) Unsecured loans (corporate bodies)###	194.95	522.32	655.15	344.83	1,717.24

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

Notes to Consolidated financial statements for the year ended March 31, 2015

(b) Nature of guarantees for loans taken :

Loans guaranteed by directors, other parties for note (a) (i) & (ii) above

- loan of ₹11,826.61 lakhs secured by personal guarantee of managing director.
- loan of ₹1,570.91 lakhs secured by personal guarantees of managing director and relative of managing director.
- loan of ₹1,049.40 lakhs secured by personal guarantee of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (Subsidiary of the Company) .
- loan of ₹683.33 lakhs secured by personal guarantees of managing director, relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 8.75%- 13.80% per annum

Interest rates applicable on above unsecured loans are ranges between 6.25%- 10% per annum

Disclosures with respect to year ended 31 March 2014

(a) Details for maturity and security :

(Amounts in ₹ lakhs)

Particulars	Maturity pattern				
	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-16 to 53)	3,369.68	4,089.51	3,655.42	3,808.95	14,923.55
for loans taken from financial institutions# (Remaining installments payable-19 to 53)	1,104.31	793.01	222.00	315.50	2,434.82
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-19 to 42)	2,037.15	1,746.23	558.67	132.25	4,474.30
for loans taken from financial institutions# (Remaining installments payable-32)	300.00	300.00	200.00	-	800.00
(iii) Secured by hypothecation of car					
for loans taken from financial institutions# (Remaining installments payable-20)	7.53	5.39	-	-	12.92
(iv) Unsecured loans (corporate bodies)###	862.00	1,340.94	684.04	1,420.20	4,307.18

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guaranteed by directors, other parties for note (a) (i) & (ii) above

- loan of ₹9,517.65 lakhs secured by personal guarantee of managing director.
- loan of ₹4,946.93 lakhs secured by personal guarantees of managing director and relative of managing director.
- loan of ₹1,349.94 lakhs secured by personal guarantee of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (Subsidiary of the Company) .
- loan of ₹883.33 lakhs secured by personal guarantees of managing director, relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 8.75%- 12.75% per annum

Interest rates applicable on above unsecured loans are ranges between 6.25%- 10% per annum

Notes to Consolidated financial statements for the year ended March 31, 2015

2.4 Other long-term liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Others		
Collateral amount for cases assigned/ securitised	2,437.43	2,904.64
Interest accrued but not due on unsecured loans	254.64	286.67
Lease equalisation reserve	13.64	2.43
Total	2,705.71	3,193.74

2.5 Long-term provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits:		
Provision for gratuity (refer note 2.26)	4.37	0.50
Provision for leave encashment	29.91	20.70
Others:		
Provision against standard assets	305.78	298.90
Provision for sub standard assets	2,396.00	1,615.22
Provision for taxation (net of taxes paid)	204.51	41.95
Total	2,940.57	1,977.27

2.6 Short-term borrowings

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Secured		
Loans repayable on demand from banks	11,412.73	17,777.84
Working capital demand loan from banks	11,503.15	3,505.07
Commercial paper from bank	1,000.00	1,000.00
Total	23,915.88	22,282.91

(a) Nature of security

Working Capital facility from banks are secured by

- (i) Primary Security- first pari passu charge on present and future receivables of the Company,
- (ii) Collateral Security-Hypothecation of Fixed Assets, Fixed deposits lien marked to banks and Immovable properties - Belonging to promoter & others.
- (iii) Personal guarantees of managing director and relative of managing director.
- (iv) Corporate guarantee of Bubble infosolution Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (subsidiary of the Company)

(b) Rate of interest (range)

Interest rates applicable on above loans ranges between 9.25%- 12.75% per annum (previous 8.75%-14% per annum).

(c) Commercial papers

These are issued for a period of 170 days and will be repaid on 17 June 2015 (rate of interest -9.50% per annum).

Notes to Consolidated financial statements for the year ended March 31, 2015

2.7 Trade payables

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Payable to other third parties*	200.30	100.08
Total	200.30	100.08

* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at March 31, 2015 and March 31, 2014.

2.8 Other current liabilities

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Current maturities of long term debt (refer to note a,b,c of note 2.3 above)		
Secured		
Term Loans		
- from banks	6,183.85	5,406.84
- from financial institutions	1,232.36	1,411.84
- from non convertible deventures 12.5% - Secured	714.29	-
Unsecured		
Other loans (corporate bodies)	194.95	862.00
Interest accrued but not due	295.95	132.11
Interest accrued and due on term loan and WCDL	130.31	89.04
Other payables		
Payable to employees #	184.80	288.43
Amount payable for servicing of assigned/ securitised portfolio	187.58	630.03
Payable to customers	606.02	481.42
Unclaimed dividend	9.92	10.64
Collateral amount for cases assigned/ securitised by the Company	127.37	240.82
Lease equalisation reserve	5.98	8.91
Other statutory dues payable	65.48	113.48
Payable for purchase of capital goods	-	4.15
Other payables	23.45	19.72
Total	9,962.31	9,699.43

2.9 Short-term provisions

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits		
Provision for gratuity (refer note 2.26)	1.30	0.12
Provision for leave encashment	8.04	5.86
Others		
Provision against standard assets	139.03	169.31
Provision for taxation (net of taxes paid)	143.65	697.94
Proposed dividend - equity	-	71.42
Proposed dividend - preference	91.83	31.18
Tax on proposed dividend	18.81	17.44
Provision for sub standard assets	119.83	78.43
Total	522.49	1,071.70

Notes to Consolidated financial statements for the year ended March 31, 2015

2.10 Fixed assets (refer note 'a')

Particulars	Gross block			Accumulated depreciation				Net block		
	As at April 1, 2014	Additions	Deductions/ adjustments	As at March 31, 2015	As at April 1, 2014	Depreciation/ amortisation	Excess Depreciation due to Transition provision (refer note 'b')	Deductions/ adjustments	As at March 31, 2015	As at March 31, 2014
Tangible assets										
Vehicles	82.97	64.34	18.36	128.94	40.57	16.69	0.85	15.08	43.04	42.40
Office equipment	24.30	21.17	-	45.47	2.64	9.55	0.20	0.04	12.35	21.67
Data processing equipments	120.74	69.73	1.13	189.33	45.28	62.61	-	0.53	107.36	75.46
Furniture and fixtures	21.02	7.52	-	28.54	5.20	5.49	0.09	-	10.77	15.82
Leasehold improvements	40.21	-	-	40.21	30.22	0.91	7.28	-	38.40	9.99
Electric installations	12.17	1.19	0.48	12.88	2.64	1.98	0.03	0.11	4.53	9.53
Air conditioners	13.61	0.81	-	14.43	3.30	2.13	-	-	5.43	10.31
office equipment - mobile	1.51	1.80	0.08	3.23	1.51	1.71	-	-	3.22	-
Land	888.81	-	-	888.81	-	-	-	-	-	888.81
Total (Tangible assets)	1,205.34	166.56	20.05	1,351.85	131.35	101.07	8.45	15.76	225.11	1,126.75
Intangible assets										
Computer software	81.16	21.53	-	102.69	17.67	4.55	8.72	-	30.94	63.48
Capital work in progress	76.63	-	-	76.63	-	-	-	-	-	76.63
Total (Intangible assets)	157.28	21.53	-	178.82	17.67	4.55	8.72	-	30.94	140.11
Total	1,362.62	188.09	20.05	1,531.66	149.02	105.62	17.17	15.76	256.05	1,275.12

Note

- a) Hypothecated (except land of ₹883.99 lakhs and Capital work in progress of ₹76.63 lakhs) as security against working capital facility (refer note 2.6)
- b) As per the transitional provision, the Company has adjusted ₹11.23 lakhs (net of deferred tax) in the opening balance of Reserves and Surplus of Profit and Loss Account

Notes to Consolidated financial statements for the year ended March 31, 2015

Previous year

Particulars	(Amounts in ₹ lakhs)									
	Gross block					Accumulated depreciation			Net block	
	As at April 1, 2013	Additions	Deductions/adjustments #	As at March 31, 2014	As at April 1, 2013	Depreciation/amortisation	Deductions/adjustments#	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible assets										
Vehicles	82.97	-	-	82.97	32.90	7.67	-	40.57	42.40	50.06
Office equipment	13.59	12.00	1.29	24.30	1.37	1.57	0.31	2.63	21.67	12.22
Data processing equipments	89.04	33.84	2.14	120.74	32.52	14.27	1.51	45.28	75.46	56.52
Furniture and fixtures	18.22	2.80	-	21.02	3.99	1.21	-	5.20	15.82	14.22
Leasehold improvements	40.21	-	-	40.21	11.54	18.68	-	30.22	9.99	28.67
Electric installations	9.31	3.30	0.44	12.17	1.31	1.38	0.05	2.64	9.53	8.01
Air conditioners	12.87	1.23	0.49	13.61	2.11	1.36	0.17	3.30	10.31	10.75
Office equipment - mobile	-	1.51	-	1.51	-	1.51	-	1.51	-	-
Land	888.81	-	-	888.81	-	-	-	-	888.81	888.81
Total (Tangible assets)	1,155.02	54.68	4.36	1,205.35	85.74	47.65	2.04	131.35	1,073.99	1,069.27
Intangible assets										
Goodwill	251.85	-	251.85	-	-	-	-	-	-	251.85
Computer software	66.48	14.68	-	81.16	5.45	12.22	-	17.67	63.48	61.03
Capital work in progress	76.63	-	-	76.63	-	-	-	-	76.63	76.63
Total (Intangible assets)	394.46	14.68	251.85	157.28	5.45	12.22	-	17.67	140.11	389.51
Total	1,549.48	69.35	256.21	1,362.62	91.19	59.88	2.04	149.02	1,214.10	1,458.79

Notes to Consolidated financial statements for the year ended March 31, 2015

2.11 Non-Current Investments

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Non-trade investments (valued at cost)		
Unquoted investment in equity shares of associate Company		
89,890 (previous year 89,890) equity shares of ₹10 each of Pantec Devices Private Limited	1.16	1.16
Unquoted investment in equity shares of other Company		
31,830 (previous year 31,830) equity shares of ₹10 each of Pantec Consultants Private Limited	1.01	1.01
36,390 (previous year 36,390) equity shares of ₹10 each of Intec Worldwide Private Limited	0.86	0.86
43,500 (previous year 43,500) equity shares of ₹10 each of Spherical Collection Agency Private Limited	1.11	1.11
225,730 (previous year 225,730) equity shares of ₹10 each of Intec Share & Stock Brokers Limited	2.26	2.26
34,000 (previous year 34,000) equity shares of ₹10 each of FIMA Infotech Private Limited	2.30	2.30
44,000 (previous year 44,000) equity shares of ₹10 each of Spectacle Advisory Solutions Private Limited	0.44	0.44
Total	9.14	9.14

2.12 Deferred tax assets (Net)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Deferred tax asset:		
Provision for non-performing assets	870.68	575.67
Provision against standard assets	153.95	160.05
Provision for Gratuity	1.96	0.21
Variable incentive	56.45	61.97
leave Encashment	13.13	9.03
Other	23.19	17.54
	1,119.36	824.47
Deferred tax liability:		
- Depreciation	23.06	32.20
	23.06	32.20
Net Deferred tax assets		
Total	1,096.30	792.27

Notes to Consolidated financial statements for the year ended March 31, 2015

2.13 Long term loans and advances

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Other loans and advances		
<u>Loans</u>		
Secured, considered good*	58,589.21	57,752.17
Unsecured, considered good	651.92	723.02
Secured, considered doubtful and substandard assets	5,595.18	2,837.69
Less: collateral money received from borrowers	(25,138.28)	(25,250.51)
<u>Advances</u>		
Security deposits	89.77	68.66
Unamortised Borrowing Cost	78.28	96.04
Prepaid expenses	0.27	3.23
Total	39,866.35	36,230.31

* Secured by hypothecation of specific assets.

2.14 Other non-current assets (unsecured, considered good)

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Others		
Deposits with maturity over twelve months from balance sheet date	471.50	651.65
Interest accrued but not due on Fixed Deposits	44.65	56.71
Interest accrued but not due on unsecured loans #	121.04	161.91
Total	637.19	870.27

includes ₹189.73 lakhs (previous year ₹88.31 lakhs) with respect to interest accrued but not due on loans given to subsidiary company.

2.15 Cash and bank balances

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents		
Cash on hand	20.65	24.29
Cheques, drafts on hand	74.37	18.70
in Unpaid dividend account	9.92	10.64
Balances with banks		
- In current accounts	3,463.84	326.60
- On deposit accounts (Bank balances available on demand/deposits with original maturity of 3 months or less)	-	1,450.00
	3,568.78	1,830.23
Other bank balances		
- Deposits with banks (maturity within 12 months from balance sheet date)	1,433.99	1,736.27
- Deposits with banks (maturity over 12 months)	471.50	651.65
Total cash and bank balances	5,474.27	4,218.15
- Less: Deposits with banks (maturity over 12 months)	(471.50)	(651.65)
Total	5,002.77	3,566.50

Notes to Consolidated financial statements for the year ended March 31, 2015

2.16 Short term loans and advances (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Other loans and advances		
<u>Loans</u>		
Secured, considered good*	26,881.22	31,796.55
Unsecured, considered good	659.32	805.21
Secured, considered doubtful and substandard assets	451.48	261.44
Less: Collateral Money received from Borrowers	1,279.02	3,627.79
<u>Advances</u>		
Advances to employees	13.65	6.55
Prepaid expenses	99.65	81.27
Other advances	77.19	41.01
Unamortised Borrowing cost	82.28	51.61
Advance to vendors	32.51	6.56
Total	27,018.28	29,422.41

* Secured by hypothecation of specific assets.

2.17 Other current assets (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Interest accrued but not due on loans	784.42	811.35
Other receivables	9.99	39.38
Interest accrued but not due on Fixed deposits	100.64	122.74
Interest accrued and due on loans	21.14	2.77
Total	916.19	976.24

2.18 Revenue from operation

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Interest on loans (refer to note 2.36)	11,578.43	13,224.33
Interest on fixed deposit with banks (refer to note 2.36)	213.32	186.27
Interest spread on securitisation / assignment	152.28	85.95
Other financial services income		
Loan processing fee	596.74	645.61
Servicing fee on assignment of loans	74.96	111.00
Income on preclosure of loans	330.46	351.89
Other service fees	141.25	103.04
Provisions/ liabilities no longer required written back	545.07	708.49
Total	13,632.51	15,416.58

Notes to Consolidated financial statements for the year ended March 31, 2015

2.19 Other income

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Miscellaneous income	71.27	51.66
Total	71.27	51.66

2.20 Employee benefit expense

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Salaries and wages	2,200.70	1,620.38
Contribution to provident and other funds	85.83	71.93
Staff welfare expenses	81.20	58.08
Total	2,367.73	1,750.39

2.21 Finance costs

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Interest expense		
Interest on term loan:		
- from banks	2,469.81	1,881.31
- from financial institutions	339.82	557.46
Interest on Non convertible debentures	200.34	-
Interest on loans repayable on demand from banks	2,545.37	2,421.96
Interest on other loans (corporate bodies)	227.47	377.61
Interest on collateral money received from borrowers	1,696.84	2,261.65
Discount on commercial paper	73.72	60.91
Other borrowing cost		
Processing fees and other bank charges	168.60	251.69
Total	7,721.97	7,812.59

Notes to Consolidated financial statements for the year ended March 31, 2015

2.22 Other expenses

Particulars	(Amounts in ₹ lakhs)	
	As at March 31, 2015	As at March 31, 2014
Electricity and water	35.87	26.26
Rent (refer to note 2.24)	225.32	175.30
Legal and professional (Refer to note 2.23)	561.03	468.95
Rates and taxes	124.93	157.42
Collection charges	73.97	139.10
Repair and maintenance - others	74.81	54.66
Staff recruitment and training	66.06	43.35
Communications	83.46	51.46
Travelling and conveyance	178.11	172.70
Business Promotion Expenses	33.25	33.61
Provision and written off		
Contingent Provision for standard assets	(23.40)	263.11
Provision for substandard and doubtful debts	822.18	1,556.37
Bad debts written off	245.59	17.55
Corporate Social Responsibilities	2.35	-
Capital work in progress written off	-	117.05
Miscellaneous expenses	144.33	125.54
Total	2,647.86	3,402.43

2.23 Auditor's remuneration (excluding service tax)

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
As auditor		
-Statutory audit	10.11	9.17
-Tax audit	0.75	0.75
-Limited reviews	6.75	4.50
-Other services	2.00	1.70
-Reimbursement of expenses	2.05	1.00
Total	21.66	17.12

Notes to Consolidated financial statements for the year ended March 31, 2015

2.24 Operating leases

The Group's significant leasing arrangements are in respect of operating leases for premises (commercial premises, offices etc.). The leasing arrangements include non-cancellable leases generally ranging from 3-6 years and are usually renewable by mutual consent on mutually terms. There are no sub leases.

The aggregate lease rentals payable are charged to Consolidated Statement of Profit and Loss.

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Lease payments recognized in the Consolidated Statement of Profit and Loss	225.32	175.30

2.25 Non-cancellable operating lease rentals payable (minimum lease payments) under these leases are as follow:-

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Payable within one year	49.54	41.22
Payable between one and five years	21.90	12.89
Payable after five years	-	-
Total	71.44	54.11

2.26 Disclosure with respect to Accounting Standard (AS)-15 (Revised) Employee Benefits

Defined benefit plan (Gratuity):

The Group operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days (for a month of 26 days) of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, except that there is no limit on payment of gratuity.

The Group had carried out an actuarial valuation in accordance with AS-15 (Revised) "Employee Benefits" during the year ended March 31, 2015. Disclosures with respect to changes in defined benefit obligation, funded status, expense for the year with respect to year ended March 31, 2015 are made based on the report received from LIC.

The following table sets out the status of the gratuity plan as required under AS-15(Revised):

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
A) Reconciliation of benefit obligations and plan assets		
Opening defined benefit obligation	49.63	42.75
Current service cost	22.54	18.21
Interest cost	4.51	3.97
Actuarial losses/ (gains)	(9.47)	(15.30)
Benefits paid	(1.37)	-
Settlement loss/ (gain)	-	-
Closing defined benefit obligation	65.84	49.63
Change in the fair value of plan assets		
Opening fair value of plan assets	49.01	26.71
Expected return on plan assets	4.28	2.40
Actuarial gains/ (losses)	(0.47)	0.55
Contributions paid by employer	8.72	19.35
Benefits paid	(1.37)	-
Closing fair value of plan assets	60.17	49.01

Notes to Consolidated financial statements for the year ended March 31, 2015

Particulars	(Amounts in ₹ lakhs)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
B) Reconciliation of present value of the obligations and the fair value of the plan assets		
Present value of funded obligations	65.84	49.63
Fair value of plan assets	60.17	49.01
Net asset/ (liability) to be recognised in Balance Sheet	(5.67)	(0.62)
C) Gratuity cost for the year:		
Current service cost	22.54	18.21
Interest cost	4.51	3.97
Expected return/ (loss) on plan assets	(4.28)	(2.40)
Settlement loss/ (gain)	-	-
Net actuarial losses/ (gain) recognised in year	(18.26)	(15.85)
Prior period charge for current cost	-	3.85
Net gratuity cost/ (income) to be recognised in Consolidated Statement of Profit and Loss	4.51	7.78

Experience adjustments:

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Experience gain/ (loss) adjustments on plan liabilities	15.37	16.39
Experience gain/ (loss) adjustments on plan assets	(0.47)	0.54

Investment details of the plan assets

100% of the plan assets are with the Insurer Managed funds.

Assumptions	March 31, 2015	March 31, 2014
Discount rate	7.80%	9.10%
Expected rate of return on plan assets	8.71%	8.75%
Salary escalation rate	10.00%	10.00%

Economic assumptions

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities and the salary increase takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Demographic assumptions

Particulars	March 31, 2015		March 31, 2014	
(1) Retirement Age	60 years		60 years	
(2) Mortality: - Published rates under the LIC (2006-08) mortality tables.				
(3) Leaving service	Uniform Management		Uniform Management	
	Ages	Withdrawal Rate	Ages	Withdrawal Rate
	20-29 years	7.5%	20-29 years	7.5%
	30-40 years	7.5%	30-40 years	7.5%
	41-60 years	7.5%	41-60 years	7.5%

Notes to Consolidated financial statements for the year ended March 31, 2015

2.27 Contingent liabilities

- (i) **Corporate guarantee:** Amulet Technologies Limited has given corporate guarantee of ₹41,049.00 lakhs (Previous Year : ₹4,1500.00 lakhs) to banks for availing term loans and working capital.
- (ii) **Bank Guarantee:** The Company has liened Fixed Deposits of ₹1,576.49 lakhs (Previous Year : ₹2,058.92 lakhs) to various banks for availing term loans, CDA and working capital loans.
- (iii) **Bank Guarantee to Sales Tax:** The Company has given bank guarantee of ₹2.00 lakhs (Previous Year : ₹2.00 lakhs) to Sales Tax Department.
- (iv) **Collateral given for assignment/securitization transactions:** The cash collateral as at March 31, 2015 amounts to ₹326.96 lakhs (Previous year: ₹326.96 lakhs, equivalent to 8% of pool provided) given by the Company for covering shortfalls in the recovery of instalments in the pool. The deal was executed with IDBI Bank Ltd. For an amount of ₹4,086.99 lakhs
- (v) The Company's pending litigations comprise of claims against the Company primarily by the customers. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its consolidated financial statements of the Company as at March 31, 2015.
- (vi) Loan pending disbursement amounting to ₹2,337.82 Lakhs (Previous Year : ₹966.58 Lakhs).

2.28 Segment Reporting:

Since the Group's business activity falls within single primary/ secondary business segment viz., loan and financing in India. No disclosure is required to be given as per Accounting Standard (AS) - 17 "Segment Reporting" as notified under Section 133 of the Companies Act, 2013 ('the Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

2.29 Related Parties under AS-18 with whom transactions have taken place during the year.

- a) **Key Management Personnel**
Sanjeev Goel (Managing Director)
Ritika Goel (Director)
Y. L. Madan (Director)
Dhruv Prakash (Director)
- b) **Enterprises over which key Management Personnel exercises significant influence**
Bubble Infosolutions Private Limited
- c) **Enterprises over which relative of key management exercises significant influence**
Intec Infonet Private Limited
Lakshmi Precision Screws Limited
Infrastructure Advisors Private Limited
- d) **Investing party in respect of which the reporting enterprise is an associate**
Pantec Devices Private Limited

Notes to Consolidated financial statements for the year ended March 31, 2015

Transactions with Related Parties

Nature of Transaction	Subsidiary Company		Investing Company		Key Management Personnel		Relative of Key Management Personnel		Enterprises over which key Management Personnel exercises significant influence		Enterprise over which relative of key management personnel having significant influence	
	Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31		Year ended March 31	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Remuneration												
Sanjeev Goel	-	-			100.00	133.80	-	-	-	-	-	-
Interest on loans												
-Lakshmi Precision Screws Limited									70.53	81.48		
-Pantec Devices Private Limited			2.25	2.25								
Loan Given												
-Lakshmi Precision Screws Limited	-	-							136.05	-		
Loan Repaid												
-Lakshmi Precision Screws Limited									143.78	128.93		
Purchase of Assets												
-Intec Infonet Private Limited	-	-			-	-	-	-	-	-	44.86	18.29
Maintenance charges paid												
-Intec Infonet Private Limited	-	-			-	-	-	-	-	-	3.73	3.12
Advisory Fees												
-Infrastructure Advisors Private Limited									66.62	48.52		
Retainership Fees												
-Y.L.Madan					4.00	3.80						
-Dhruv Prakash					10.00	-						

c) Year end balances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014
Payables		
Intec Infonet Private Limited	0.62	-
Infrastructure Advisors Private Limited	3.07	3.32
Receivables		
Lakshmi Precision Screws Limited	455.05	462.78
Pantec Devices Private Limited	33.34	31.32
Key management personnel		
Sanjeev Goel (Payable/(Receivable))	(8.33)	73.31

Notes to Consolidated financial statements for the year ended March 31, 2015

2.30 Prior period items:

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Income		
Interest income on loans	-	760.03
Deferred tax credit	-	139.43
Sub-total (A)	-	899.46
Expenses		
Other expenses	-	3.89
Interest on fixed deposits (reversal)	-	20.94
Provision for substandard and doubtful debts	-	73.69
Rates and taxes	-	78.86
Salaries and wages	-	22.81
Business Promotion Expenses	-	-
Electricity and water	-	-
Legal and professional	-	2.10
Staff recruitment and training	-	-
Sub-total (B)	-	202.29

2.31 Earnings Per Share(EPS)

Particulars	(Amounts in ₹ lakhs)	
	March 31, 2015	March 31, 2014
Profit after tax as per the statement of Profit and Loss	538.45	1601.59
Less: dividends on preference shares and tax thereon	-	36.47
Net profit attributable to equity shareholders for calculation of basic EPS	538.45	1565.12
Opening balance of equity shares	1,83,66,250	1,34,58,630
Add: Issued/ converted during the year:	-	49,07,620
Closing balance of equity shares	1,83,66,250	1,83,66,250
Nominal value of equity share	10.00	10.00
Weighted average number of equity shares outstanding during the period for calculation of basic EPS	1,83,66,250	1,42,70,811
Effect of diluted potential equity shares	-	26,98,803
Weighted average number of equity shares for calculation of diluted EPS	1,83,66,250	1,69,69,615
Basic earnings per share	2.93	10.97
Diluted potential equity shares	2.93	9.44

Notes to Consolidated financial statements for the year ended March 31, 2015

2.32

The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). Basis on these rules the amount was to be spent for CSR activities was ₹40.28 lakhs whereas the Company has paid an amount of ₹2.35 Lakhs to "Chhatravas Chandra Arya Vidya Mandir" towards Corporate Social Responsibility.

2.33

At the year end, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

2.34

The previous year numbers for the year ended March 31, 2014 were audited by an Independent firm of Chartered Accountants other than S.R. BATLIBOI & ASSOCIATES LLP.

2.35

The Board of Directors has recommended, subject to the approval of shareholders, dividend of ₹0.50 per share (5%).

2.36

There is no unhedged foreign currency exposure during the year.

2.37

Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.

As per our report of even date attached
For **S. R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: 101049W

per **Amit Kabra**
Partner
Membership No.: 094533

Place: New Delhi
Date: May 28, 2015

For and on behalf of the Board of Directors of
Intec Capital Limited

Sanjeev Goel
Managing Director
DIN:00028702

Puneet Sehgal
Company Secretary

Place: New Delhi
Date: May 28, 2015

S.K. Goel
Director
DIN:00963735

Sudhindra Sharma
Chief Financial Officer

Place: New Delhi
Date: May 28, 2015





CIN – L74899DL1994PLC057410

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T: +91-1146522200/300 F:+91-1146522333 Website: www.inteccapital.com

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF INTEC CAPITAL LIMITED WILL BE HELD ON 24TH SEPTEMBER 2015 AT 11: 00 AM AT B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110 019 TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

- 1) To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Notes, Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Mr. Vishal Kumar Gupta (DIN: 02368313) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare Final Equity Dividend at the rate of ₹ 0.50 per Equity Share (5% of face Value of share of ₹ 10/- each) on the paid-up Equity Share Capital for the year ended 31st March, 2015
- 4) To re-appoint Auditors and to hold office from conclusion of 21st Annual General Meeting until conclusion of 22nd Annual General Meeting and to fix remuneration and to pass following ordinary resolution thereof.

“RESOLVED THAT M/s. S.R Batliboi & Associates LLP, Chartered Accountants (Registration No. 116231 W / W – 100024), Gurgaon, Haryana) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company and that Board be and are hereby authorized to fix remuneration and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

- 5) To Consider and approve the Appointment of Mrs. Ritika Goel (DIN NO.00053387) as Non Independent Non-Executive Woman Director on the Board of Directors of the company in terms of Section 149, 152 of Companies Act, 2013 and clause 49 of the Listing Agreement and whose period office is liable to retire by rotation in terms of 152 (6) of the Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Clause 49 (II) (A) (1) of Listing Agreement, Mrs. Ritika Goel (DIN 00053387) who was earlier appointed as an Additional Director w.e.f. 20th March 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non Independent Non-Executive Woman Director of the Company liable to retire by rotation.”

For Intec Capital Limited

Puneet Sehgal
Company Secretary
Membership No: ACS12557

Place: New Delhi
Date: 6th August 2015

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 5

Pursuant to the provisions of section 149 of the Companies Act, 2013 read with clause 49 of the Listing Agreement, every listed public company is required to have at least one woman director on the Board of Directors of the Company. In view of that, Mrs. Ritika Goel (DIN 00053387) was earlier appointed as an Additional Director on the Board of Directors of the company w.e.f. 20th March 2015 in terms of Section 149,152 of the Companies Act, 2013 read with applicable rules made thereunder and clause 49 of the Listing Agreement.

Mrs. Ritika Goel holds a Bachelor of Arts degree from Lady Shriram College. She is Director on the Board of Directors of various Companies and possesses over 10 years of various industry experiences. Mrs. Ritika Goel is the spouse of Mr. Sanjeev Goel. None of the other directors are related to any other director of the Company.

The details of Mrs. Ritika Goel is as under

Particulars	
DIN	00053387
Date of Birth	19 th Nov 1969
Date of Appointment	20 th March, 2015
Years of Experience	10 years of rich Experience
Qualification	BA
Number of shares	Nil

Your Directors believe that with her appointment as a Non-Executive Non-independent woman Director, the Company would be benefited from his knowledge and experience. Thus the Board recommends the same for the approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sanjeev Goel, Managing Director and Mrs. Ritika Goel, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Notes to the Annual General Meeting:

1. A Member entitled to attend and vote is allowed to appoint a Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. In order to be effective, proxy form must be received by the Company at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN "GREEN INITIATIVE IN CORPORATE GOVERNANCE" TO ENCOURAGE PAPERLESS COMPLIANCES BY THE COMPANIES, WHEREIN THE ANNUAL REPORT OF THE COMPANIES CAN BE SENT THROUGH ELECTRONIC MAILS TO THE SHAREHOLDERS. IN FURTHERANCE OF WHICH MEMBERS WITH THEIR SHAREHOLDING IN DEMAT MODE ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESSES WITH THE DEPOSITORIES (I.E. NSDL & CDSL) OR DEPOSITORY PARTICIPANTS AND THE SHAREHOLDERS HOLDING SHARES IN THE PHYSICAL MODE ARE REQUESTED TO PROVIDE THEIR EMAIL ADDRESSES TO EITHER M/S. BEETAL FINANCIAL & COMPUTER SERVICES (P) LIMITED, BEETAL HOUSE, 3RD FLOOR, 99 MADANGIR, NEW DELHI- 110 062, REGISTRAR AND SHARE TRANSFER AGENT OR THE COMPANY AT THE REGISTERED OFFICE.
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is appended below.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed for 23rd September 2015 to 24th September 2015.
5. Members who have not got their shares dematerialized are advised to do the same in their own interest.
6. Members holding shares in physical form are requested to notify the change in their address, if any, at the earliest to the company or its Registrar and Share Transfer Agent and if the shares are in electronic mode to their respective Depository Participant.
7. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the dividend amount being the unpaid and unclaimed dividend pertaining to Financial year 2006-2007 to the Investor Education and Protection Fund of the Central Government.
8. Members, who have not encashed their dividend warrants, hereby requested to deposit their dividend warrant to their respective bank account and get it encashed. The Dividend amount remaining unclaimed/ unpaid for a period of seven years from the date of declaration will be transferred to Investor Education and Protection Fund and no claim will lie against those amount.

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification and attendance at the meeting.
11. Members attending the meeting are requested to bring their copy of Annual Report.
12. Members may send their queries relating to the accounts, if any, in writing, at the Registered Office of the Company at least 10 days in advance from the date of meeting so as to make the reply available at Annual General Meeting.
13. Additional Information with respect to appointment/re-appointment of Directors as per Clause 49 of the Listing Agreement is appended to this notice.
14. The documents referred in the Notice are available for inspection till the date of ensuing Annual General Meeting on all working days between 10:00 a.m. to 01:00 p.m.
15. Electronic copy of the Annual Report for the financial period ended 31st March 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
16. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for the financial period ended on 31st March 2015 will also be available on the Company's website www.inteccapital.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: complianceofficer@inteccapital.com.
18. 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. Eg. 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#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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.:

Commencement of E-voting	21 st September, 2015
End of E-voting	23 rd September, 2015

E-voting shall not be allowed beyond 5.00 P.M. on 23rd September, 2015. 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 17th September, 2015.

- (xviii) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.



CIN – L74899DL1994PLC057410

Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019
T: +91-1146522200/300 F:+91-1146522333 Website: www.inteccapital.com

ATTENDANCE SLIP

21st Annual General Meeting - 24th September 2015

1. Full name of the Shareholder/ Proxy
2. Folio No./Client Id:.....DP ID:.....
Email ID.....
3. If Proxy, Full Name of Shareholder

I hereby record my presence at the 21st Annual General Meeting of the Company held on Thursday the 24th day of September, 2015 at 11:00 AM at B.C. Pal Memorial Auditorium, A-81 Chittranjan Park, New Delhi -110019.

Signature of the Shareholder

Note: This attendance slip is to be handover at the entrance of the Meeting Hall.



CIN - L74899DL1994PLC057410

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

T: +91-1146522200/300 F:+91-1146522333 Website:www.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]

21st Annual General Meeting - 24th September 2015

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Thursday, 24th September, 2015 at 11.00 A.M. at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
	Ordinary Resolution:			
1)	To consider, approve and adopt the Audited Balance Sheet as at 31 st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Notes, Reports of the Auditors and Directors thereon.			
2)	To appoint a director in place of Mr. Vishal Kumar Gupta who retires by rotation and being eligible and offers himself for reappointment.			
3)	To declare Final Equity Dividend at the rate of ₹0.50 per Equity Share (5% of face Value of share of ₹ 10/- each) on the paid-up Equity Share Capital for the year ended 31 st March, 2015.			
4)	To re-appoint M/s. S.R. Batliboi and Associates LLP Chartered Accountants, as Statutory Auditors of the Company to hold the office from the conclusion of 21 st Annual General Meeting till the conclusion of the 22 nd Annual General Meeting and to fix their remuneration.			
	Special Business:			
5)	To approve the appointment of Mrs. Ritika Goel as Non- Executive Non Independent Woman Director of the company in terms of Companies Act, 2013 read with rules made thereunder			

Signed this.....day of2015.

Signature of Shareholder

Signature of Proxy holder(s)

Affix a
Re.1/-
Revenue
Stamp

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.

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