

NOTICE OF POSTAL BALLOT
(PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Dear Shareholder(s),

The Company proposes to raise funds by way of issuing 5% Convertible Preference Shares in order to meet the long term fund requirement and to meet the expansion and development activities.

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to issue and allot 5% Convertible Preference Shares on Preferential Allotment basis to Promoters and Non Promoter allottees with consequent alteration in the Memorandum and Article of Association of the Company which require approval of the shareholders by way of Postal Ballot process. The Board of Directors of the Company proposes the same for approval of Members.

Accordingly, the Postal Ballot Form and the Resolutions along with the Explanatory Statements, explaining in detail the material facts are appended for your consideration.

The Board has appointed Mr. Ujjwal Sharma, Company Secretary in Whole Time Practice, as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Scrutinizer will scrutinize the forms and submit his report to the Managing Director and the results of Postal Ballot will be announced at 10:00 a.m. on Monday, 03rd September, 2012 at the Registered Office of the Company.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed in all respects with the attached self addressed envelopes (on which postal stamps are already affixed) so as to reach the Scrutinizer on or before Friday, 31st August, 2012 at the Company's Registered Office at 701, Manjusha, 57 Nehru Place, New Delhi – 110019. Further the reply received from Members after Friday, 31st August, 2012 shall be treated as if no reply is received from Members in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each and 15,00,000 Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds and to sign and execute such documents as may be necessary to implement the above resolution."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 16 and other applicable provisions of the Companies Act 1956, approval of the Shareholders be and is hereby accorded to substitute the existing Clause V of Memorandum of Association by the following:

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each and 15,00,000 Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds and to sign and execute such documents as may be necessary to implement the above resolution."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act 1956, approval of the shareholders be and is hereby accorded to amend the Articles of Association of the Company by way of inserting new Clause 4C after the existing Clause 4B in the following manner:

Clause 4C

4C. Preference Shares

- (a) Subject to the provisions of Section 80 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
Provided that:
 - (i) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of redemption;
 - (ii) no such shares shall be redeemed unless they are fully paid;
 - (iii) the premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's Share Premium Account before the shares are redeemed.
 - (iv) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a Reserve Fund, to be called "The Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid up Share Capital of the Company.
- (b) The redemption of preference shares under these provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.
- (c) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid up bonus shares.
- (d) The Board may, at its discretion, convert the unissued equity shares into preference shares or redeemable preference shares and vice versa and the Board may issue any part or parts of the unissued shares, upon such terms and conditions and with such rights and privileges annexed thereto as the Board at its discretion and subject to the provision of Section 86 to 89 of the Act thinks fit and in particular may issue such shares with such preferential or qualified rights to dividends and in the distribution of the assets of the Company as the Board may, subject to the aforesaid Section determine.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all acts and deeds and to sign and execute such documents as may be necessary to implement the above resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 80, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, Listing Agreements with each of the Stock Exchanges where the Company's Equity Shares are listed and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI (ICDR) Regulations, 2009) on Preferential Issue, as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and the Memorandum and Articles of Association of the Company, as amended and subject to such approvals, consents, permissions and sanctions, if any, from the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India (the "SEBI") and any other Regulatory Authority, Institutions or bodies as may be required under applicable Law or Regulation, and subject to such conditions as may be prescribed in granting such approvals, consents, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorized by the Board or its Committee for such purposes), approval of shareholders be and is hereby accorded to create, issue, offer and allot 11,00,000 (Eleven Lacs) fully paid up 5% Convertible Preference Shares having face value of Rs. 100/- (Rupees Hundred) each for cash, aggregating to Rs. 11,00,00,000/- (Rupees Eleven Crores) to be converted into Equity shares, at premium, if any, at such price and on such terms and conditions as the Board may in its absolute discretion decide in accordance with the SEBI (ICDR) Regulations, 2009 within the period of 18 months to the following proposed allottees on preferential allotment basis, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors:

Name of Proposed Allottees	Present Holding (Equity Shares)	% of Present Capital (Equity Shares)	Proposed Allotment (Preference Shares)	Post Conversion into Equity Shares	% of Post Conversion Capital
Promoter Group					
Intec Worldwide Private Limited	4,05,963	3.17	2,30,000	6,35,963	4.58
Pantec Consultants Private Limited	13,40,467	10.48	2,30,000	15,70,467	11.30
Pantec Devices Private Limited	14,28,100	11.16	2,30,000	16,58,100	11.94
Non Promoter Group					
Landmark Buildmart Private Limited	8,58,400	6.71	2,05,000	10,63,400	7.65
Host Buildwell Private Limited	8,62,480	6.74	2,05,000	10,67,480	7.68
Grand Total	48,95,410	38.26	11,00,000	59,95,410	43.15

RESOLVED FURTHER THAT the 5% Convertible Preference Shares shall carry fixed rate of Dividend @ 5% p.a. and shall be converted into Equity Shares after the period of 18 months from the date of allotment of Preference Shares.

RESOLVED FURTHER THAT the "Relevant Date" in accordance with Regulation 71 of SEBI (ICDR) Regulations, 2009 for the purpose of determining the minimum applicable price of Equity Shares upon conversion shall be date which is thirty days prior to the date of declaration of results of Postal Ballot, i.e. Friday, 03rd August, 2012.

RESOLVED FURTHER THAT the 5% Convertible Preference shares shall be converted into Equity Shares and upon conversion shall be subject to lock-in conditions in accordance to SEBI (ICDR) Regulations, 2009 for Preferential Issue and the Equity Shares issued upon conversion shall rank pari-passu with the existing Equity Shares of the Company in all respects including payment of Dividend.

RESOLVED FURTHER THAT the Equity Shares issued and allotted upon conversion, shall be Listed and Traded on all the Stock Exchanges on which the existing Equity Shares of the Company are listed (The Stock Exchanges).

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion deem necessary for the said purpose, including accepting the terms and conditions of the issue, or any amendments or modifications thereto, and to sign and execute for and on behalf of Company such agreements/ arrangement(s)/ MOU(s)/ subscription agreement/ any other agreement or document as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to consider and approve any modification, alteration and re-setting of any of the terms and conditions of the Preference Shares from time to time in consultation and agreement with the Preference Shareholders, subject to the provisions of the Companies Act, 1956 and the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary, be and are hereby severally authorized to make all filings including as regards the requisite forms, applications and any other relevant documents with the Stock Exchanges, RBI, SEBI, Registrar of Companies, NCT of Delhi and Haryana and such other authorities or institutions for this purpose and to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the issue, offer, conversion and allotment of the Shares and to accept any modifications as may be required by the authorities involved and duly agreed by the Board subject to applicable laws and to decide in its absolute discretion in respect of the utilization of the issue proceeds without being required to seek any further approval of shareholders and the shareholders shall be deemed to have given their approval thereto for all such acts, deeds, matters and things by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions."

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

**Date: 20th July, 2012
Place: New Delhi**

**Kashvi Malhotra
Company Secretary**