

ICL/SEC/S/EM/2015-16
February 05, 2016

To,

<p>The General Manager Department of Corporate Affairs Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</p> <p>Scrip Code: 526871</p>	<p>The Manager Delhi Stock Exchange Ltd., DSE House, 3/1, Asaf Ali Road, New Delhi – 110 002</p> <p>Scrip Code: 109199</p>
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Subject: Outcome of Meeting of Board of Directors of Intec Capital Limited held on 5th February 2016 in terms of regulation 30 and other applicable regulation of SEBI (Listing obligations and Disclosure Requirements), 2015 (hereinafter referred to as "SEBI LODR, 2015")

Dear Sir,

As per Clause 30 of the of the SEBI LODR 2015, the outcome of the meeting of Board of Directors of the Company held on today i.e. February 05, 2016 is as follows:-

Sl.	Description of outcome	Annexure, if any
1.	<p>The Unaudited Financial Result (Standalone) for the Quarter / Nine months ended December 31, 2015 has been reviewed by the Audit Committee in its meeting held on 5th February 2016 and approved and taken on record by the Board of Directors in terms of regulation 33 of SEBI LODR, 2015</p> <p>The aforesaid Unaudited Financial Results (Standalone) is enclosed.</p>	Annexure – 1
2.	<p>The Unaudited Financial Result (Standalone) for the Quarter / Nine months ended December 31, 2015 have been subject to Limited Review by the Statutory Auditors of the Company in terms of regulation 33(3) (c) (i) of the SEBI LODR, 2015</p> <p>The copy of their Limited Review Report is enclosed.</p>	Annexure – 2
3.	<p>The Board of Directors has approved the execution of the Listing Agreement with Stock Exchange(s) in terms of regulation 100 and Schedule-XI (dealing with amendment to other regulations) of SEBI LODR, 2015 read with regulation 107 of Chapter – XI ("Listing of Securities on Stock Exchanges") of amended Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (hereinafter referred to as SEBI ICDR, 2009).</p> <p>The Board authorizes Mr. Sanjeev Goel, Managing Director and or Mr. Puneet Sehgal, Company Secretary of the Company to execute the Listing Agreement with Stock Exchanges where the company's shares are listed.</p>	NA
4.	<p><i>The Board of Directors approved and adopted the "Policy on preservation of documents" in terms of regulation 9 of SEBI LODR 2015.</i></p> <p>The Board authorizes Mr. Sudhindra Sharma, Chief Financial Officer and or Mr. Puneet Sehgal, Company Secretary for the preservations of documents.</p>	Annexure – 3
5.	<p><i>The Board of Directors approved and adopted the "Archival Policy" under Regulation 30(8) of SEBI LODR, 2015</i></p> <p>The Board authorizes Mr. Puneet Sehgal, Company Secretary for the updating and maintaining the website as per requirements of regulation 30 and other applicable regulation of SEBI LODR, 2015.</p>	Annexure – 4

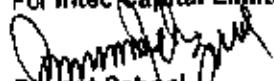


6.	<i>The Board of Directors approved and adopted the "Succession Plan / Policy" under Regulation 17(4) of SEBI LODR, 2015.</i>	None						
7.	<i>The Board of Directors approved and adopted the "Risk Management Policy" under Regulation 17(9) (a) & (b) of SEBI LODR, 2015.</i>	Annexure – 5						
8.	<p><i>The Board of Directors approved and adopted the "Policy for determination of materiality of Events" under Regulation 30(4) (ii) read with 30(5) of SEBI LODR 2015.</i></p> <p>In terms of regulation 30(5) of SEBI LODR, 2015, the Board of Directors of the Company authorize one of the Key Managerial Personnel i.e. Mr. Puneet Sehgal, Company Secretary of the Company for the purpose of determining materiality of an event or information based on the guidelines of this policy and for the purpose of making disclosures to stock exchanges where the company's share are listed viz. BSE Ltd and Delhi Stock Exchange Association Limited</p>	Annexure – 6						
	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>Mr. Puneet Sehgal</td> <td>Company Secretary and Compliance Officer</td> <td> <p>Address: 701, Manjusha Building, Nehru Place, New Delhi-110019</p> <p>Phone: 011-46522200/300</p> <p>Email: complianceofficer@inteccapital.com Puneet.sehgal@inteccapital.com</p> </td></tr> </tbody> </table> <p><<>></p>	Name	Designation	Address	Mr. Puneet Sehgal	Company Secretary and Compliance Officer	<p>Address: 701, Manjusha Building, Nehru Place, New Delhi-110019</p> <p>Phone: 011-46522200/300</p> <p>Email: complianceofficer@inteccapital.com Puneet.sehgal@inteccapital.com</p>	
Name	Designation	Address						
Mr. Puneet Sehgal	Company Secretary and Compliance Officer	<p>Address: 701, Manjusha Building, Nehru Place, New Delhi-110019</p> <p>Phone: 011-46522200/300</p> <p>Email: complianceofficer@inteccapital.com Puneet.sehgal@inteccapital.com</p>						
9.	<p><i>The Board of Directors approved and adopted the "Policy for determining Material Subsidiary" under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")</i></p> <p><i>The Board of Directors of Intec Capital Limited took note that Intec Capital Limited has one of the subsidiary viz. Amulet Technologies Limited and it is not material subsidiary company as per definition of SEBI LODR, 2015 and hence requirements of regulation 24(1) of the SEBI LODR, 2015 which mandates that at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, incorporated in India is not applicable.</i></p>	Annexure – 7						

You are requested to kindly accept the same and acknowledge for our records.

Thanking You

Yours Faithfully
For Intec Capital Limited



Puneet Sehgal
Company Secretary
(ACS-12557)

End: As above

2 | Page

INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd Off: 701, Manjusha Building, 57 Nehru Place, New Delhi - 110019. T +91-11-4652 2200/300 F +91-11-4652 2333
www.inteccapital.com

INTEC CAPITAL LIMITED

(CIN:L74899DL1994PLC057419)

Regd Office: 701, Manjusha, 57 Nehru Place, New Delhi-110 019, Web: www.inteccapital.com, Email for investors: complianceofficer@inteccapital.com
Statement of Unaudited Standalone Financial Results for the quarter/nine months period ended 31 December 2015

(Amount in Rs. Lakhs)

PART I

Particulars	Quarter ended December 31, 2015	Quarter ended September 30, 2015	Quarter ended December 31, 2014	Year to date figures for the nine months ended 31 December 2015	Year to date figures for the nine months ended 31 December 2014	Year ended March 31, 2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 Income from operations						
(a) Income from operations	3,384.79	3,355.03	3,064.14	10,117.24	10,219.13	10,185.92
(b) Other operating income						
Total income from operations	3,384.79	3,355.03	3,064.14	10,117.24	10,219.13	10,185.92
2 Expenses						
(a) Employee benefits expense	604.59	521.86	616.88	1,792.21	1,737.59	3,367.73
(b) Legal and professional fees	199.66	169.96	124.28	537.22	248.61	560.76
(c) Depreciation and amortisation expense	26.13	21.56	22.33	69.38	79.78	105.62
(d) Provisions for loan losses and bad debts (refer to note 2, 3 & 4)	120.20	130.24	298.44	444.03	1,031.23	1,041.73
(e) Other expense	260.80	205.36	299.36	679.35	771.49	1,039.04
Total expenses	1,211.38	1,844.98	1,361.29	3,522.19	3,870.70	5,114.68
3 Profit from operations before other income, finance costs and exceptional items (1-2)	2,173.41	2,310.05	1,702.85	6,595.05	6,348.45	8,071.04
4 Other income	3.89	0.34	15.82	15.73	49.66	71.37
5 Profit from ordinary activities before finance costs and exceptional items (3 + 4)	2,177.30	2,310.39	1,718.67	6,610.78	6,398.05	8,142.31
6 Finance costs	1,687.30	1,743.24	1,730.27	5,131.03	5,470.47	7,176.89
7 Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	490.00	567.15	(11.60)	1,479.75	927.58	965.42
8 Exceptional items						
9 Profit from ordinary activities before tax (7 - 8)	490.00	567.15	(11.60)	1,479.75	927.58	965.42
10 Tax expense	169.47	200.12	(4.05)	515.94	317.24	322.18
11 Net profit from ordinary activities after tax (9 - 10)	320.53	367.03	(7.55)	963.81	610.34	643.24
12 Extraordinary items						
13 Net profit for the quarterly year (11 - 12)	320.53	367.03	(7.55)	963.81	610.34	643.24
14 Share of profit of associates						
15 Minority interest						
16 Net profit after taxes, minority interest and share of profit / (loss) of associates (13 - 14 - 15)	320.53	367.03	(7.55)	963.81	610.34	643.24
17 Paid-up equity share capital (face value of Rs. 10/- each)	1,836.63	1,836.63	1,836.63	1,836.63	1,836.63	1,836.63
18 Reserve excluding revaluation reserves as per Balance Sheet						
19 Earnings per share (EPS) before and after extraordinary items (quarter EPS not annualised) (Face value Rs. 10 per share)						
Basic earning per share (Rs.)	1.75	2.00	(0.06)	5.25	3.32	3.50
Diluted earning per share (Rs.)	1.75	2.00	(0.06)	5.25	3.32	3.50

Notes

- The above standalone financial results were reviewed by the Audit Committee on February 5, 2016 and have been approved by the Board of Directors at their meeting held on the same date. The statutory auditors of the Company have carried out a limited review of the unaudited financial results for the quarter and nine months ended December 31, 2015 in compliance with Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The results for the quarter and nine months ended December 31, 2015 have been prepared in Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and filed with the BSE Limited and are also available on the Company's website at www.inteccapital.com.
- The RBI vide its notification no DNBR/011/CGM (CDS)-2015 dt. March 27, 2015 has revised the asset classification norms for Non-performing assets and substandard assets under its prudential norms applicable to NBFCs in a phased manner commencing from financial year ending 31st March 2016, upto the financial year ending 31st March 2018 which would result in an additional provision on a prudential basis. Consequent of such change, the provision is higher by Rs.2.35 Lakhs for the quarter as well as nine months ended December 31, 2015.
- The Company has changed the method of appropriating the cash collateral against its over-dues balances; previously cash collateral was applied towards the overdue principal whereas w.e.f 1 April, 2015, cash collateral is applied towards the overdue principal and interest for delinquent loans. The change has resulted in an increase in the profit before tax for the quarter by Rs.129.99 Lakhs and nine months ended December 31, 2015 by Rs.369.37 Lakhs.
- During quarter ended December 31, 2014, the Company had changed its estimates related to provisioning for loans and advances in order to align the same in accordance with RBI Prudential norms on NPA. Consequent to the change in such estimates, provision and write off for the quarter is lower by Rs.1,260.60 Lakhs as compared to December 31, 2014 and nine months ended December 31, 2015 by Rs.4,092.80 Lakhs. The above mentioned change was carried out 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.
- The main business of the company is financing. As such, there are no separate reportable segments as per Accounting Standard (AS)-17 'Segment Reporting' notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Account) Rules, 2014.
- The published figures for quarter ended December 31, 2014 and nine months period ended December 31, 2014 were reviewed by a firm of Chartered Accountants other than S.R. Batliboi & Associates LLP.
- Figures for previous quarter/period/year have been regrouped and/or reclassified wherever considered necessary, to conform to current quarter/year classification.

For and on behalf of the Board of Directors



Sanjeev Goel
(Managing Director)
DIN-00028702

Place : New Delhi
Dated : February 05, 2016

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai-400 028, India
Tel : +91 22 6192 0000
Fax : +91 22 6192 1000

Limited Review Report

Review Report to
The Board of Directors
Intec Capital Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Intec Capital Limited ('the Company') for the quarter and nine months ended December 31, 2015 (the "Statement"). This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

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


per Amit Kabra
Partner
Membership No.:094533

Place: Mumbai
Date: February 5, 2016

Name of Note: "Intec Policy on preservation of documents under Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Requirements)"

Policy Details	
Policy Name	<i>Name of Note: "Intec Policy on preservation of documents under Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Requirements)"</i>
Policy No.	<u>Intec /Compliance /FY 2015-16 / 10</u>
Approved by	Board of Director on 05 th February, 2016
Expiry / Review Date	As and when required
Document available with	Compliance Department



5. Legislative Framework and Standards

The various laws / legislative framework related to this policy is as follows

- Companies (Preservation and Disposal of Records) Rules, 1966
- Companies Act, 2013 and rules made thereunder
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Definitions -

- 6.1. **"Act"** means the Companies Act, 2013.
- 6.2. **"Applicable Law"** means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed and as amended from time to time.
- 6.3. **"Authorized Person"** means any person duly authorized by the Board.
- 6.4. **"Board"** means the Board of directors of the Company or its Committee as constituted / re-constituted from time to time
- 6.5. **"Company"** means INTEC CAPITAL LIMITED
- 6.6. **"Current Document(s)"** means any Document that still has an ongoing relevance with reference to any ongoing litigation, proceedings, complaint, dispute, contract or any like matter.
- 6.7. **"Document(s)"** refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in Electronic Form and does not include multiple or identical copies.
- 6.8. **"Electronic Record(s)"** means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000.
- 6.9. **"Electronic Form"** means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.
- 6.10. **"Maintenance"** means keeping Documents, either physically or in Electronic Form and in usable form.
- 6.11. **"Policy"** means policy on preservation of documents
- 6.12. **"Preservation"** means to keep in good order and to prevent from being altered, damaged or destroyed.
- 6.13. **"Regulations"** mean the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also referred to as SEBI LODR, 2015.

7. Classification: The preservation of Documents shall be done in the following manner:

- 7.1. Where there is a period for which a Document is required to be preserved as per Applicable Law, for the period required by Applicable Law.



1. Preamble and background

- 1.1. The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). The Regulations mandate the Board of directors of the listed entities to formulate the "Policy for preservation of documents".
- 1.2. This policy attempts to preserve and maintain documents of the organization. During the course of business, the Company generates several documents either in physical or in electronic mode. Most of the documents are useful for a short span of time and are kept for a definite period, but some documents may be required to be maintained permanently during the lifetime of the organization. In order to preserve such documents, the Company needs to implement a well-considered, well-documented plan to ensure that they remain in good condition over a period of time. It is in this context that Board of Directors of Intec Capital Limited ("the Company") is required to formulate a "Policy on Preservation of Documents".

2. Objective

The objective of this Policy is to comply with Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, extract of which is mentioned below:

"The listed entity shall have a policy for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-

*(a) Documents whose preservation shall be permanent in nature ;
(b) Documents with preservation period of not less than eight years after completion of the relevant transactions:*

Provided that the listed entity may keep documents specified in clauses (a) and (b) in electronic mode"

3. Purpose

3.1. The purpose of this policy is highlighted below:-

- To establish the framework needed for effective management of the documents and set principles for Company's approach to preserve them.
- To aid the employees in handling the Documents efficiently.
- To ensure safe-keeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents.
- In order to efficiently conduct its business, the storage, retrieval and management of documents is critical.

3.2. This policy seeks to ensure that the Company's business is adequately documented that are then managed in accordance with best practice.

3.3. Preservation of documents is the responsibility of all staff & users of archives of the Company to ensure their continuous and timely availability.

4. Scope and applicability

- 4.1. This Policy is intended to guide the Company and its officers on various aspects on maintenance and preservation of any documents, and also safe disposal / destruction of documents.
- 4.2. This policy is applicable to all departments of the Company. It ensures that the Company maintains both electronic and physical documents as per various statutory requirements and is subject to the same degree of confidentiality and care.

This can be classified as:-

- This category of documents are permanent in nature and need to be kept permanently during company's entire life time;
- This category of documents are temporary in nature must be preserved for a period not less than 8 years or such other period as may be prescribed under any law for the time being in force and thereafter the records can be destroyed

An indicative list of the Documents and the time-frame of their preservation is provided in Annexure- 1A and Annexure- 1B

- 7.2. Where there is no such requirement as per Applicable Law, then for such period as the document pertains to a matter which is "Current".
- 7.3. In case of any other Document, for such period, as a competent officer of the Company required to handle or deal with the Document takes a considered view about its relevance; Provided that generally speaking, a Document may be preserved for a period of 5 years from the date on which the Document was originated.

8. Modes of preservation

- 8.1. The Documents may be preserved in Physical form or in Electronic Form.
- 8.2. The officer of the Company required to preserve the Document shall be Authorized Person who is generally expected to observe the compliance of requirements of Applicable Law
- 8.3. The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.
- 8.4. The preserved Documents must be accessible at all reasonable times. Access may be controlled by Authorized Person with preservation, so as to ensure integrity of the Documents and prohibit unauthorized access.

9. Custody of the Documents

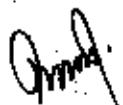
- 9.1. Subject to the Applicable Law, the custody of the Documents shall be with the Authorized Person.
- 9.2. Where the Authorized Person tenders resignation or is transferred from one location of the Company to another, such Person shall hand over all the relevant Documents, lock and key, access control or password, or Company Disc, other storage devices or such other Documents and devices in his possession under the Policy. The Board may authorize such other person as it may deem fit as the Authorized Person.

10. Custody of the Documents

- 10.1. The Board shall have the authority for approval of this policy in pursuance to the Regulations. This authority has been granted via the Regulations.

11. Destruction of Documents

- 11.1. Destruction as a normal administrative practice usually occurs because the records are duplicated, unimportant or for short-term use only. This applies to both Physical and Electronic Documents.



- 11.2. The temporary Documents, excluding the Current Document(s) shall be destroyed after the relevant or prescribed period, by the Authorized Person in whose custody the Documents are stored, after the prior approval of the Board or any other authority as required under the Applicable Law or any other authority as may be decided by the Board of directors pursuant to which the Documents have been preserved.
- 11.3. The categories of Documents may be destroyed as normal administrative practice are listed in Annexure - II
- 11.4. A register of the Documents disposed / destroyed shall also be maintained. It shall state the brief particulars of the Documents destroyed, date of disposal/destruction and the mode of destruction.
- 11.5. The entries in the register shall be authenticated by the Authorized Person. The format of the register of Documents disposed is at Annexure-III

12. Conversion of the form in which the Documents are preserved

- 12.1. The physical Documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.
- 12.2. This will be done after obtaining prior approval of the Board or any other designated person as authorized by the Board of Directors.

13. Authenticity

- 13.1. Where a Document is being maintained both in physical form and in Electronic form, the authenticity with reference to the physical form should be considered for every purpose.

14. Interpretation

- 14.1. In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

15. Review of the Policy

- 15.1. In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director and if required, shall be ratified by the Board of Directors.
- 15.2. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.

For Intec Capital Limited



Puneet Sengar
Company Secretary

Date: 05-02-2016
Place: New Delhi

Annexure - IA (Permanent Documents)

Companies Act, 2013		
Sl.	Document Name	Years up to which
1.	Certificate of Incorporation	Permanent in Nature
2.	The memorandum and articles of the company	Permanent in Nature
3.	Certificate of change of name (if any)	Permanent in Nature
4.	Affidavit from the subscribers to the memorandum and from persons named as the first directors	Permanent in Nature
5.	Register of member	Permanent in Nature
6.	Books and Documents relating to the issue of share certificates, including the blank forms of share certificates	Permanent in Nature
7.	Annual return	Permanent in Nature
8.	Register of charges	Permanent in Nature
9.	Minutes book of General Meeting	Permanent in Nature
10.	Minutes of Board meeting (SS-1)	Permanent in Nature
11.	Minutes of various Committee Meetings	Permanent in Nature
12.	Certificate of Registration granted by Reserve Bank of India including any changes from time to time for running the NBFC Company	Permanent in Nature
13.	Shareholding Pattern in terms of Regulation 31 (1) (b) of SEBI LODR 2015	Permanent in Nature
14.	Quarterly Financial Results in terms of Regulation 33 (3) (a) of SEBI LODR 2015	Permanent in Nature
15.	Annual Financial Results in terms of Regulation 33 (3) (d) of SEBI LODR 2015	Permanent in Nature
16.	Annual Report in terms of Regulation 34 (1) of SEBI LODR 2015	Permanent in Nature
17.	Shareholding Pattern in case of Capital Restructuring in terms of Regulation 31 (1) (c) of SEBI LODR 2015	Permanent in Nature
18.	Voting Results by Shareholders in terms of Regulation 44 (3) of SEBI LODR 2015	Permanent in Nature
19.	Draft Scheme of Arrangement in terms of Regulation 37 (2) of SEBI LODR 2015	Permanent in Nature
20.	Yearly Disclosure of shareholding of Promoters in terms of Regulation 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011	Permanent in Nature
21.	Licenses & Statutory Approvals	Permanent in Nature
22.	Registration Certificates	Permanent in Nature
23.	Material Agreements/Contracts	Permanent in Nature
24.	Orders issued by Courts/Statutory bodies	Permanent in Nature
25.	Investment Documents/proofs including certificates etc.	Permanent in Nature
26.	Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time.	Permanent in Nature
27.	Intellectual Property Service marks/trademarks and Copyrights	Permanent in Nature
28.	Shareholders Agreement (SHA) and any amendments	Permanent in Nature
29.	Share Subscription Agreement (SSA) and any amendments	Permanent in Nature
30.	Investment Documents/proofs including certificates etc.	Permanent in Nature
31.	Orders issued by Courts/Statutory bodies	Permanent in Nature
32.	Material Legal Agreements and Contracts	Permanent in Nature
33.	Legal Correspondence	Permanent in Nature
34.	Tax exemption documents & correspondence Permanent	Permanent
35.	Annual information returns – federal & state	Permanent
36.	Tax returns	Permanent
37.	Any other document as may be required to maintain permanently in terms of applicable law(s), maintained and preserved from time to time.	Permanent in Nature

Annexure – IB (Temporary Documents)

Companies Act, 2013		
Sl.	Document Name	Years up to which
1.	Register of charges	8 Years
2.	Register of debenture holders or any other security holders	(8 years from the date of redemption of debentures or securities)
3.	Copies of all annual returns prepared under Section 92 of the Companies Act, 2013 and copies of all certificates and Documents required to be annexed thereto	(8 years from date of filing with the Registrar)
4.	Foreign register of debenture holders or any other security holders	(8 years from the date of Redemption)
5.	All notices pertaining to disclosure of interest of directors All certificates surrendered to a company	(3 years from date of surrender)
6.	Register of deposits	(not less than 8 years from the date of last entry)
7.	Instrument creating a charge or modification	(8 years from date of satisfaction of charge)
8.	Annual Report	8 years or such period as prescribed
9.	Consent and Resignation Letters received from the Directors	8 years or such period as prescribed
10.	Proxy forms	8 years or such period as prescribed
11.	Circular resolutions	8 years or such period as prescribed
12.	Statutory registers maintained under the Companies Act, 2013	8 years or such period as prescribed
13.	Central Government Approvals received	8 years or such period as prescribed
14.	Declaration by directors under section 164 of the Companies Act, 2013	8 years or such period as prescribed
15.	Declaration by directors under section 184 of the Companies Act, 2013	8 years or such period as prescribed
16.	All documents under the Listing Agreement	8 years or such period as prescribed
17.	NSDL/CDSL Files	8 years or such period as prescribed
18.	Minute book	8 years or such period as prescribed
19.	Notice of General Meetings and Board Meetings	8 years or such period as prescribed
20.	Documents on which the common seal of the company has been affixed.	8 years or such period as prescribed
21.	Disclosures under SEBI takeover code	8 years or such period as prescribed
22.	Intimation of appointment of Share Transfer Agent	8 years or such period as prescribed
23.	<i>Any other document as may be required to maintain permanently in terms of Companies Act, 2013 and rules made thereunder from time to time and preserved from time to time.</i>	8 years or such period as prescribed

Secretarial Standards		
24.	Office copies of Notices, scrutinizer's report, and related papers	As long as they remain current or for 10 years or as long as they remain current
25.	Office copies of Notices, scrutinizer's report, and related papers	As long as they remain current or for 8 financial years), whichever is later (SS-2)
26.	<i>Any other document as may be required to maintain permanently in terms of Secretarial Standards from time to time preserved from time to time.</i>	8 years or such period as prescribed
Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 also referred to as SEBI LODR 2015		
27.	Statement under Grievance Redressal Mechanism in terms of Regulation 13(3) of SEBI LODR, 2015	8 years or such period as prescribed
28.	Corporate Governance Report in terms of Regulation 27(2)(a) of SEBI LODR, 2015	8 years or such period as prescribed
29.	Statement of deviation or variation in use of issue proceeds in terms of Regulation 32(1) of SEBI LODR, 2015	8 years or such period as prescribed
30.	Compliance Certificate to the exchange about the share related activities maintained by RTA registered with SEBI Regulation 7(3) of SEBI LODR, 2015	8 years or such period as prescribed
31.	Compliance Certificate w.r.t. Transfer or transmission or transposition of securities within 30 days in terms of Regulation 40(10) of SEBI LODR, 2015	8 years or such period as prescribed
32.	Listing Fees in terms of Regulation 14 of SEBI LODR, 2015	8 years or such period as prescribed
33.	Intimation of appointment of Share Transfer Agent in terms of Regulation 7(5) of SEBI LODR, 2015	8 years or such period as prescribed
34.	In-principle approval prior to issue of securities in terms of Regulation 28(1) of SEBI LODR, 2015	8 years or such period as prescribed
35.	Prior Intimations of Board Meeting for financial Result in terms of Regulation 29(1)(a) of SEBI LODR, 2015	8 years or such period as prescribed
36.	Prior Intimations of Board Meeting for Buyback, voluntary delisting etc. in terms of Regulation 29(1)(b), 29(1) (c), 29(1)(d), 29(1) (e) and 29(1) (f) of SEBI LODR, 2015	8 years or such period as prescribed
37.	Prior Intimations of Board Meeting for alteration in nature of securities in terms of Regulation 29(3) of SEBI LODR, 2015	8 years or such period as prescribed
38.	Disclosure of Price Sensitive Information in terms of Regulation 30(6) of SEBI LODR, 2015	8 years or such period as prescribed
39.	Shareholding Pattern prior to listing of securities in terms of Regulation 31(1)(a) of SEBI LODR, 2015	8 years or such period as prescribed
40.	Record date or Date of closure of transfer books in terms of Regulation 42(2) of SEBI LODR, 2015	8 years or such period as prescribed
41.	Record date for declaring dividend and /or cash bonus in terms of Regulation 42(3) of SEBI LODR, 2015	8 years or such period as prescribed
42.	Change in name of listed entity in terms of Regulation 45(3) of SEBI LODR, 2015	8 years or such period as prescribed
43.	Disclosure of information or events in terms of Regulation 30 of SEBI LODR, 2015	8 years or such period as prescribed
44.	Disclosures under Code of Internal Procedures And Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders in terms of Regulation 10 (1) of SEBI LODR, 2015	8 years or such period as prescribed

45.	Any other document as may be required to maintain permanently in terms of SEBI LODR, 2015 from time to time preserved from time to time.	8 years or such period as prescribed
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SEBI (Depositories and Participants) Regulations, 1996		
46.	Reconciliation of Share Capital Audit Report in terms of Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996	8 years or such period as prescribed
47.	Any other document as may be required to maintain permanently in terms of SEBI (Depositories and Participants) Regulations, 1996 from time to time preserved from time to time.	8 years or such period as prescribed
Finance and Accounts		
48.	Books of Accounts	5 years
49.	Accounts Payable	5 years
50.	Accounts Receivable	5 years Annual
51.	General Ledger (in QuickBooks)	Permanent
52.	Interim Financial Statements	3 years
53.	Any other document as may be required to maintain under Finance and Accounts category in terms of applicable law(s), maintained and preserved from time to time for a period as prescribed	5 years or such period as prescribed
Any Other		
54.	Insurance Policies/ Claims under various policies	8 years or such period as prescribed
55.	Correspondences with Departments/shareholders	8 years or such period as prescribed
56.	Non-Statutory Registers/Documents	8 years or such period as prescribed
57.	Films, Videos, CDs, DVDs, tapes etc.	8 years or such period as prescribed
58.	Management Policies and Procedures	Current version with revision history
59.	Correspondence (includes emails) Correspondence and internal memoranda relating to routine matters with no lasting significance	One year
60.	E-mails not included in either of the above categories	12 months
61.	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time for a period of 8 years or such other period	8 years or such period as prescribed

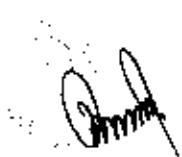


Annexure- II (The following categories of Documents may be destroyed as normal administrative practice)

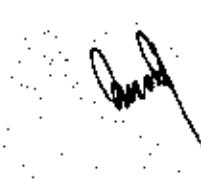
Companies Act, 2013	
Sl.	Document Name
1.	Catalogues
2.	Copies of press cuttings, press statements or publicity material;
3.	Letters of appreciation or sympathy, or anonymous letters;
4.	Requests for copies of maps, plans, charts, advertising material (subject to Clause 11 and 12 of this Policy)
5.	Faximiles where a photocopy has been made;
6.	Telephone message;
7.	Drafts of reports, correspondence, speeches, notes, spread sheets, etc. (subject to Clause 11 and 12 of this Policy); and
8.	Routine statistical and progress reports compiled and duplicated in other reports (subject to Clause 11 and 12 of this Policy)
9.	

Annexure- III (The format of the register of Documents disposed/destroyed –)

PARTICULARS OF DOCUMENT ALONG WITH PROVISION OF APPLICABLE LAW	DATE AND MODE OF DESTRUCTION	INITIALS OF THE AUTHORIZED PERSON



Policy Note Information		
Policy Name	Name of Note: "Intec Archival Policy under Regulation 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)"	
Policy No.	<u>Intec /Compliance /FY 2015-16 / 11</u>	
Approved by	Board of Director on 05 th February, 2016	
Expiry / Review Date	As and when required	
Document available with	Compliance Department	



1. Preamble and background

- 1.1. The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). The Regulations 30(8) mandates the Board of directors of the listed entities to formulate the "Intec Archival Policy".
- 1.2. The Company has formulated this Archival Policy (the 'Policy') for ensuring compliance with the provisions under Regulation 30(8) of the Regulations for protection, maintenance and archival of the Events or Information disclosed to the stock exchange(s) which are also hosted on its website. Additionally, the Policy shall also include such other Events or Information which are required to be hosted on the website of the Company in terms of other Applicable Laws as may be decided from time to time.

2. Objective

The objective of this Policy is to comply with Regulation 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, extract of which is mentioned below:

"Regulation 30(8): The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation , and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

3. Archival Policy

- 3.1. *In accordance with the provisions of the aforesaid Regulation, the Company shall ensure that all the All disclosures made under Regulation 30 of the SEBI Listing Regulations by the company to the stock exchanges, where shares of the company are listed, shall be kept on the website of the Company (www.inteccapital.com) for a period of 5 years and thereafter in the archives of the Company for a period of 1 year in the section i.e. "Historic Material / Events / Information".*
- 3.2. *The Managing Director is authorized to make appropriate changes to the above policy as he may deem expedient taking into account the law for the time being in force.*
- 3.3. This policy shall be placed on the company's website.

4. Review of the Policy

- 4.1. *In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director and if required, shall be ratified by the Board of Directors.*
- 4.2. *However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.*

For Intec Capital Limited

Puneet Sehgal
Company Secretary

Date: 05-02-2016
Place: New Delhi

"Intec Risk Management Policy under Regulation 17(9) (a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)"



 Sepne Aapke, Bherosa Apne ka

Policy Note Information

Policy Name	<i>Intec Risk Management Policy under Regulation 17(9) (a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)"</i>	
Policy No.	<u>Intec /Compliance /FY 2015-16 / 12</u>	
Approved by	Board of Director on 05 th February, 2016	
Expiry / Review Date	As and when required	
Document available with	Compliance Department	



RISK MANAGEMENT POLICY

LEGAL FRAMEWORK

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

OBJECTIVE & PURPOSE OF POLICY

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

DISCLOSURE IN BOARD'S REPORT

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

BACK GROUND AND IMPLEMENTATION

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

This policy is in compliance with the amended Regulation 17(9) (a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)" which requires the Company to lay down procedure for risk assessment and procedure for risk minimization.

The Board of Directors of the Company shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.



Risk Classification:

As per business model, assets size and customer segment of the Company, following three type of major risk are proposed to be covered primarily which are most crucial as part of risk controlling measures.

1. Credit Risk
2. Liquidity Risk
3. Operational Risk

1. Credit Risk Management: To manage the credit risk, risk mitigation takes place at various stages. At the outset, a comprehensive credit policy is in place covering all major aspects involved which are crucial for controlling risk. At next level, Risk Control Unit manages the risk through in-house as well as external resources. Apart from this, risk monitoring takes place on continuous basis to enable the management in case of any rising risk trigger.
2. Liquidity Risk Management: To manage the liquidity risk, the company has multiple types of financial limits from a number of banks and financial institutions. The Company also interacts with other banks and financial institutions to enable it with new sources of funds on favorable terms. ALCO meetings are conducted on regular basis comprising of members from board and management Officials where discussions & decisions on liquidity position of the Company are carried out on regular basis.
3. Operational Risk Management: To mitigate the inherent operational risk, proper policies and procedures related with all critical processes are in place. To monitor the adherence to laid down policies and procedures, Company has robust internal audit program running throughout the year, the report of which, is place before the board on periodic basis. The Company also has an in-house internal audit team which monitors the process adherence on monthly basis.

CONSTITUTION OF RISK MANAGEMENT COMMITTEE

Risk Management Committee shall be constituted by the company consisting of such number of directors (executive or non-executive) as the Company thinks fit. The Committee may also have members from the management to facilitate board members.

The Board shall define the roles & responsibilities of the Risk Management Committee & may delegate monitoring & reviewing of the risk management plan to the Committee & such other functions as it may deem fit.

APPLICATION

This policy applies to all areas of the Company's operations.

ROLE OF THE BOARD

The Board will undertake the following actions to ensure risk is managed appropriately:

The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.

- The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.
- Ensure that the appropriate systems for risk management are in place.



- The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible;
- Participate in major decisions affecting the organization's risk profile;
- Have an awareness of and continually monitor the management of strategic risks;
- Be satisfied that processes and controls are in place for managing less significant risks;
- Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly;
- Ensure risk management is integrated into board reporting and annual reporting mechanisms;
- Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible.

REVIEW

This policy shall be reviewed once in two years to ensure it meets the requirements of legislation & the needs of organization.

A handwritten signature in black ink, appearing to read "Om Prakash".

Policy Note Information	
Policy Name	<i>"Intec Policy for determination of materiality of Events" under Regulation 30(4) (ii) read with 30(5) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (SEBI Listing Regulations)"</i>
Policy No.	<u>Intec /Compliance /FY 2015-16 / 13</u>
Approved by	Board of Director on 05 th February, 2016
Expiry / Review Date	As and when required
Document available with	Compliance Department



1. Preamble and background

- 1.1. The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"). The Regulations mandates the Board of directors of the listed entities to formulate the "Policy for preservation of documents".
- 1.2. Regulations 30 (4) (ii) and 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, provides that :-

Regulation 30 (4) (ii) The listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website.

Regulation 30 (5) The board of directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website.

2. Objective

- 2.1. The objective of this Policy is to determine the event(s) and information(s) which, in the opinion of the Board of Directors of the Company, are considered material and need to be disclosed to the Stock Exchanges within the time limit as prescribed in this Policy, thereby ensuring a timely and balanced disclosure of all material matters concerning the Company.
- 2.2. This Policy provides guidelines to the Board of Directors of the Company and the Key Managerial Personnel as authorized by the Board of Directors to determine, identify and categorize events and information (which may materially affect the performance of the Company and, thereby, the share prices of the Company) as material and make necessary disclosure to the Stock Exchange(s) and on the website of the Company.
- 2.3. In terms of this Policy, the Company endeavors to ensure that it is able to meet its disclosure obligations under Regulation 30 of the Listing Regulations; and establish internal procedure to apprise officers of the Company of their obligations relating to systematic identification, categorization, review and disclosure of events or information which may have a material impact on the performance or operations of the Company and which may materially affect the share prices of the Company.

3. Definitions –

- 3.1. "Act" means the Companies Act, 2013.
- 3.2. "Applicable Law" means any law, rules, circulars, guidelines or standards issued by Securities Exchange Board of India, Ministry of Corporate Affairs and The Institute of Company Secretaries of India under which the preservation of the Documents has been prescribed and as amended from time to time.
- 3.3. "Authorized Person" means any person duly authorized by the Board.
- 3.4. "Board" means the Board of directors of the Company or its Committee as constituted / re-constituted from time to time
- 3.5. "Company" means Intec Capital Limited or "Intec"
- 3.6. "Policy" means policy on preservation of documents

3.7. "Regulations" mean the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also referred to as SEBI LODR, 2015.

3.8. Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.

4. Guidelines for determining materiality:

4.1. Information or event shall be treated as material if there is substantial likelihood that an investor would consider it important in making a decision to buy, sell or hold a security or where the information or event is likely to have a significant effect on the market price of the security.

4.2. Materiality has to be determined on a case-by-case basis depending on specific facts and circumstances relating to the information or event. The company/Board shall, as per the guidelines prescribed in Regulation 30 read with Schedule III of the Listing Regulations, make disclosures of any events or information, which in the opinion of the Board, are Material events or information which may affect the performance and/or the share price of the Company, to the Stock Exchanges within the time limit as prescribed.

Disclosure of events/information:

4.3. Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that listed companies need to make disclosures of such events/information which are considered "material" by the Board of Directors of the Company.

4.4. The events specified in Para A of Part A of Schedule III of the Regulations [15 categories] are deemed to be material events and such events shall be disclosed without any application of the guidelines of materiality as specified in Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The responsibility is with regard to adequacy and timely disclosures. Those events are :-

Sl.	Material Events (As per Para A of Part A of Schedule III)
1.	<p>Acquisition(s) (including agreement to acquire), Scheme of Arrangement (Amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.</p> <p>Explanation:- For the purpose of this sub-para, the word 'acquisition' shall mean,-</p> <p>(i) acquiring control, whether directly or indirectly; or,</p> <p>(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -</p> <p>(a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;</p> <p>(b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.</p>
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
3.	Revision in Rating(s).
4.	Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

	<ul style="list-style-type: none"> a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; b) any cancellation of dividend with reasons thereof; c) the decision on buyback of securities; d) the decision with respect to fund raising proposed to be undertaken e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched; f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; g) short particulars of any other alterations of capital, including calls; h) financial results; i) decision on voluntary delisting by the listed entity from stock exchange(s).
5.	Agreements (viz. Shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6.	Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8.	Appointment or discontinuation of share transfer agent
9.	Corporate debt restructuring.
10.	One time settlement with a bank.
11.	Reference to BIFR and winding-up petition filed by any party /creditors.
12.	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13.	Proceedings of Annual and extraordinary general meetings of the listed entity.
14.	Amendments to memorandum and articles of association of listed entity, in brief.
15.	Schedule of Analyst or Institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors

The events specified in Para B of Part A of Schedule III of the Regulations shall be disclosed upon application of guidelines for materiality as specified in Regulation 30 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Such events are mentioned below:

Sl.	Events (As per Para B of Part A of Schedule III)
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/ division (entirely or piecemeal).
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business
5.	Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and
6.	Revision(s) or amendment(s) or termination(s) thereof.
7.	Disruption of operations of any one or more units or division of the listed entity due

	to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
8.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity
9.	Litigation(s) / dispute(s) / regulatory action(s) with impact.
10.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
11.	Options to purchase securities including any ESOP/ESPS Scheme.
12.	Giving of guarantees or Indemnity or becoming a surety for any third party.
13.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Sl.	Events (As per Para C of Part A of Schedule III)
1.	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

Sl.	Events (As per Para D of Part A of Schedule III)
1.	Any other event/ information as specified by the Board from time to time.

The Company shall disclose to stock exchange all events, as specified in Part A of Schedule III or information as soon as reasonably possible and not later than 24 hours from the occurrence of event or information.

5. Criteria for determining materiality of events / Information:

5.1. The criteria for determining materiality of events/information has been listed out in Regulation 30 (4) (i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which are as under:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of listed entity, the event / information is considered material.

6. Authorization to KMP for determining materiality of an event or information

6.1. Regulation 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 provides that the board of directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website.

6.2. Therefore, the Board of Directors of the Company authorize Mr. Puneet Sehgal, Company Secretary and Compliance Officer of the Company for the purpose of determining materiality of an event or information based on the guidelines of this policy and for the purpose of making disclosures to BSE Ltd and Delhi Stock Exchange Association Limited under Regulation 30 (5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. His contact details shall also be disclosed to the stock exchange(s) and the Company's website and are also mentioned below.

Name	Designation	Address
Mr. Puneet Sehgal	Company Secretary and Compliance Officer	Address: 701, Manjusha Building, Nehru Place, New Delhi-110019 Phone: 011-46522200//300 Email: Puneet.sehgal@inteccapital.com complianceofficer@inteccapital.com

6.3. The said authorized persons are empowered to seek appropriate counsel or guidance as and when necessary as he/she may deem fit.

7. Policy Review & Disclosure:

7.1. In case of any subsequent changes in the Regulations which make any of the provisions in the Policy inconsistent with the Regulations, the provisions of the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

7.2. This Policy shall be reviewed by the Board of Directors as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Board. Any changes or modification on the Policy would be approved by the Board of Directors and the decision of the Board in this respect shall be final and binding.

- 7.3. Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall automatically apply to this Policy.
- 7.4. *In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director and if required, shall be ratified by the Board of Directors.*
- 7.5. *However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.*

For Intec Capital Limited


Punit Sahgal

Company Secretary

Date

Place

Intec Policy for determining Material Subsidiary under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")

Policy Note Information		
Policy Name	<i>Name of Note: "Intec Policy for determining Material Subsidiary under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")</i>	
Policy No.	<u>Intec /Compliance /FY 2015-16 / 14</u>	
Approved by	Board of Director on 05 th February, 2016	
Expiry / Review Date	As and when required	
Document available with	Compliance Department	

Intec Policy for determining Material Subsidiary under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")

Preamble and background

- 1.1. The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015").
- 1.2. The Regulations 16(1) (c) of SEBI LODR, 2015 mandates the Listed Entity to formulate "Policy for determining the Material Subsidiary" and disclosure as required from time to time. The extracts of regulation 16 (1) (c) is mentioned below

"Regulation 16. (1) For the purpose of this chapter, unless the context otherwise requires

(c) "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Explanation- The listed entity shall formulate a policy for determining 'material' subsidiary.

- 1.3. As on date of formulating this Policy, the Company has one subsidiary i.e. Amulet Technologies Limited which is not "material subsidiary" as per regulation 16(1) (c) and hence there is no immediate applicability. However, the policy is devised in order to cater to the needs of the company in future when the existing subsidiary company becomes "material subsidiary" company and / or would own Subsidiaries.

2. **Objective :** The objective of this Policy is to determine:

- 2.1. meaning of 'Material' Subsidiary;
- 2.2. Requirement of Independent Director in Unlisted Material Subsidiaries, in India;
- 2.3. Restriction on disposal of shares of a Material Subsidiary of the Company;
- 2.4. Restriction on sale/disposal/leasing of assets of a Material Subsidiary; and
- 2.5. Disclosure requirements under SEBI LODR, 2015 and any other laws or regulations as may be applicable to the Company.

3. Definitions

- 3.1. "Act" means the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.
- 3.2. "Audit Committee" shall mean the Audit Committee of the Board of Directors of Intec Capital



Intec Policy for determining Material Subsidiary under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")

Limited by whatever name called framed under the provisions of Companies Act, 2013 and SEBI LODR, 2015.

- 3.3. "Board of Directors" or "Board" means the Board of Directors of Intec Capital Limited, as constituted from time to time.
- 3.4. "Company" means Intec Capital Limited
- 3.5. "Control" for this purpose has the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 3.6. "Policy" means this Policy, as amended from time to time.
- 3.7. "Subsidiary" shall mean a Subsidiary as defined under Section 2(87) of the Companies Act, 2013.
- 3.8. "Material Subsidiary" means as defined in regulation 16(1) (c) of SEBI LODR, 2015 as a subsidiary, whose income or net worth exceeds twenty percent (20%) of the consolidated income or net worth respectively of the Company and its subsidiaries in the immediately preceding accounting year.
- 3.9. "Unlisted Material Subsidiary" shall mean a Material Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges and whose income or net worth (i.e. paid-up capital and free reserves) exceeds twenty percent (20%) of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year as per audited balance sheet.
- 3.10. "Net worth" shall mean an aggregate of "paid up capital" and "free reserves" of the Company.
- 3.11. "Significant Transaction or Arrangement" means any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year as defined under the Companies Act, 2013 and the Rules made thereunder.
- 3.12. *Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder from time to time, the SEBI LODR, 2015, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.*

4. Policy of materiality

A subsidiary shall be considered Material if any of the following conditions are satisfied:

- 4.1. The investment of the Company in the subsidiary exceeds twenty per cent of its consolidated net worth as per the audited balance sheet of the previous financial year,
or
- 4.2. The subsidiary has generated twenty per cent of the consolidated income of the Company during the previous financial year.



5. Frequency of Materiality Test

- 5.1. The materiality test shall be applied every financial year as soon as the audited financial statements of the Company are made available by the Auditor of the Company.
- 5.2. In case any of the subsidiaries falls under such criteria, the same is to be reported to the Audit Committee and Board for its noting at the first instance.

6. Independent Director

- 6.1. At least one Independent Director on the Board of Intec Capital Limited be a director on the Board of the unlisted material subsidiary of the Company, incorporated in India.
- 6.2. The Company may also appoint Independent Director(s) on the Board of overseas material subsidiary companies, if any, as they may deem necessary.

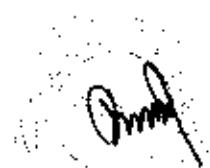
7. Compliance / Governance / disclosure requirements in relation to Material Subsidiary Company

Following requirements must be observed by the Company in relation to a material subsidiary of the Company:

- 7.1. At least one Independent Director on the Board of Intec Capital Limited be a director on the Board of the unlisted material subsidiary of the Company, incorporated in India.
- 7.2. The Company may also appoint Independent Director(s) on the Board of overseas material subsidiary companies, if any, as they may deem necessary.
- 7.3. The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.
- 7.4. The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.
- 7.5. The management of the unlisted subsidiary shall every quarterly bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary, if any.

Explanation- For the purpose of this regulation, the term "significant transaction or arrangement" shall mean as defined in clause 3.11 of this policy.

- 7.6. **Restrictions on disposal of shares of material subsidiary by the Company:** A listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.



Intec Policy for determining Material Subsidiary under Regulation 16(1) (c) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ("SEBI LODR, 2015")

7.7. Restriction on sale / disposal / leasing of its assets of material subsidiary: Selling, disposing and leasing of assets amounting to more than twenty percent (20%) of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale / disposal / lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

8. Compliance / Governance / disclosure requirements in relation to Subsidiary Company

8.1. *The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary company.*

8.2. *The minutes of the Board meetings of the all the unlisted subsidiary companies shall be placed at the Board Meeting of Company.*

9. Amendment, review and disclosure

9.1. *In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended with due approval from the Managing Director and if required, shall be ratified by the Board of Directors.*

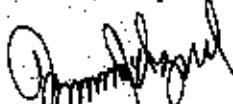
9.2. The Board of Directors may also review or amend this policy, in whole or part, from time to time as per the requirement of the Regulations.

9.3. *The Managing Director is authorized to make appropriate changes to the above policy as he may deem expedient taking into account the law for the time being in force.*

9.4. *However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.*

9.5. As stipulated by Regulation 46(2) of SEBI LODR, 2015, this Policy shall be disclosed on the Company's website.

For Intec Capital Limited



Punit Sehgal
Company Secretary

Date: 05.02.2016

Place: New Delhi