



**ANNUAL REPORT**  
**2017-18**

**Standing tall  
in the face of adversity**



**Disclaimer**

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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.

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## **INTEC CAPITAL LIMITED**

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# From the Desk of Managing Director



Dear Shareholders,

As you know, since the past 24 years, your company has been engaged in the business of financing SME's through asset-backed loans. During each of those years, we have endeavoured to remain at the forefront of innovation by creating newer methods of financing the young, budding entrepreneurs of India. Initially, in light of low competition, we became one of the pioneers in machinery finance and the concept of "business" loans, where we provided credit by securing ourselves with receivables. This first-mover advantage quickly enabled us to build a modest lending book and enjoy what seemed like outsized returns. Then, as our book grew, we decided to explore newer geographies. So we invited the infusion of fresh equity and expanded our presence to 100+ SME clusters located across the peninsula.

However, just as a child feels sick after going through all of her desserts too quickly, we too got burnt by the accelerated growth we were experiencing. When our country entered the trough of this economic cycle, our previously deemed "robust" collection processes experienced gaps, bad debts rose and NPAs became sizeable. The entrepreneurial ability that we had rested our faith in became questionable and intent to cheat became visible

in several borrowers. So our focus shifted from lending to collecting. Instead of looking for quick fixes, we started working on creating systems that would streamline recovery of loans in the future as well as strengthen the credit appraisal process.

In summation, as Dieter F. Uchtdorf says, "it's your reaction to adversity, not adversity itself that determines how your life's story will develop." We too take back several lessons from our journey - both good and bad. And as we enter into a new era of lending, we start afresh but this time with the knowledge and experience of some of the actions that lead to disaster.

## Economic Outlook

The GDP is estimated to have grown at 6.7% during 2017-18 as compared to 7.1% growth recorded the year before. This "slowdown" can largely be attributed to the aftermath of demonetisation and GST, the processes of which still carry with them some opacity regarding their operations. But in the grander scheme of things, we believe that such acts contribute immensely to the overall growth of our nation.

Within the finance sector, we witnessed a push for stimulation of the Indian economy through the recapitalisation of PSU banks. This recapitalisation



will not only allow the public sector banks to resume their lending operations but will also allow them to absorb the existing defaults and thus alleviate much of the fears associated with large-scale lending. As this unfolds, we should witness the Indian economy gaining more momentum.

To add to this, we will be soon be entering an election year where we should see the influx of large amounts of cash in the economy by way of various promotional events. Such an activity should promote economic growth at the ground level.

## Intec Outlook

For the first time since its inception, the company recorded a loss from operations. Considering the long-term view we keep on our business, we see this as a mere speed bump on our runway to success. Moreover, we prefer to reflect upon our mistakes, reconciling them as our own and moving on rather than fretting over them for extended periods of time or worse yet, blaming them solely on uncontrollable externalities.

Like last year, we focused a large part of our efforts on the resolution of bad debts and strengthened our internal legal and collection processes as discussed above. Besides focusing on processes, we also added new members to our team, whose efforts should add momentum to our recovery process. Overall, our efforts bore fruit as we saw a modest increase in our average collections but we still have a long way to go.

Another focus area for us was cost. We made strides in this area. After adjusting for provisions and write-offs, our costs came down by about 25%. We are not done, however. We will continue to find more areas where efficiencies can be improved and thus, costs lowered.

In the previous year, we took the stand to stop fresh loan disbursements till we had control over our defaults. While this prevents the creation of additional cushion arising from new “standard” assets, we believe that in order to rebuild our company with

the lessons we have learnt, we need to go back to the basics and create a healthy order book from the ground up. This goal stands resolute.

Finally, today, our industry is seeing the entry of several players, who are seeking to bridge the gap that has been left by the immobility of public sector banks. Like puberty stricken aggressive teenagers, these players have been heavily focusing on building a lending book by either buying out existing players or organically, through what we believe to be imprudent credit. When our resolution process is under control and fresh lending begins, we will not participate in the rat race of volume when it is accompanied by high probabilities of default in the future.

## Way Forward

In the year to come, once again, our focus will remain collections and cost reduction. In order to realise our goal of rebuilding a healthy loan book, we will need to bear the brunt of our stretched liquidity for a little while longer. Overall, we foresee that it will take about 2 more years for our balance sheet to get to a stage that we deem desirable.

At the same time, as the resolution process comes closer to its fruition, we are also working on our re-entry into the SME lending space. Currently, our plan is to enhance our loan sourcing and servicing capabilities through technology. In light of the increased competition, however, our efforts will need a greater push, which we believe can only come from a truly differentiated strategy of financing young entrepreneurs. And when the time comes, we expect to have a few tricks up our sleeves.

On behalf of the Board of Directors, I would like to extend my gratitude to our shareholders, customers, bankers and all other stakeholders who continue to support us. I would also like to thank our employees whose hard-work and effort accords resilience to the company’s mission of being the leader in SME finance in India.

# Corporate Information

## Board Members

### Managing Director

Mr. Sanjeev Goel

### Non-Executive Independent Director

Mr. S.K. Goel

Mr. Rakesh Kumar Joshi

Mrs. Kumud Gupta (See Note-3 below)

*(Note-1: Mr. Praveen Sethia has resigned from Board of Directors w.e.f. 30<sup>th</sup> January, 2018; Note-2: Mr. Vishal Kumar Gupta has resigned from Board of Directors w.e.f. 8<sup>th</sup> August 2017; Note-3: Mrs. Kumud Gupta became a member of Board of Directors w.e.f. 09<sup>th</sup> February 2018; Note-4: Mrs. Ritika Goel has resigned w.e.f. 08<sup>th</sup> November, 2017)*

## Chief Financial Officer/Grievance Redressal officer (GRO)

Mr. Puhup Srivastav (w.e.f. 11<sup>th</sup> August, 2017)

## Company Secretary/ Chief Relations Officer / Compliance Officer /Principal Officer

Mr. Puneet Sehgal

## Subsidiary Company

Amulet Technologies Limited

## Committees of Board

Audit Committee

Risk Management Committee

Nomination and Remuneration Committee

Corporate Social Responsibility

Asset Liability Management Committee (ALCO)

Treasury Committee

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

BTA Implementation Committee (*Dissolved by the board w.e.f. 10<sup>th</sup> November, 2017*)

Operations Review Committee (ORC) (*Dissolved by the board w.e.f. 11<sup>th</sup> August, 2017*)

## Statutory Auditors

S.P. Chopra & Co.

Chartered Accountants

Firm Registration Number - 000346N

31 – F, Connaught Place,

New Delhi – 110001

## Secretarial Auditor

M/s. Sudhanshu Singhal & Associates

Represented through Proprietor viz.

Mr. Sudhanshu Singhal, Company Secretaries

RZ-142A, Main Gurgaon Road,

New Roshan Pura,

Najafgarh,

New Delhi – 110043

## Bankers

Punjab National Bank

South Indian Bank

Oriental Bank of Commerce

Bank of Maharashtra

Central Bank of India

Bank of India - Lead Bank

State Bank of India

Indian Overseas Bank

Karnataka Bank

Dhanlakshmi Bank

Tamilnadu Mercantile Bank

United Bank of India

## Financial Institutions

SIDBI

### **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 for Fully paid-up Listed Equity Shares**

Beetal Financial & Computer Services Pvt Ltd.  
Beetal House, 3rd Floor,  
99, Madangir,  
Behind LSC,  
New Delhi – 110062

### **Registrar and Agent (For Listed Non- Convertible Debentures) (See Note: 5 below)**

Big Share Services Pvt. Ltd.  
306, Right Wing, 3<sup>rd</sup> Floor,  
Amrutha Ville,  
Opp. Yashoda Hospital,  
Raj Bhavan Rd,  
Somajiguda, Hyderabad,  
Telangana – 500082

### **Debenture Trustee (For Listed Non- Convertible Debentures) (See Note: 5 below)**

Catalyst Trusteeship Limited  
(Erstwhile GDA Trusteeship Limited)  
Plot No 85, Street,  
Bhusari Colony,  
Paud Road,  
Pune – 411038

*(Note-5: Non-Convertible Debentures got redeemed on 4<sup>th</sup> December 2017 and effective date of Delisting of NCD is 08th January, 2018as per BSE Confirmation and Records)*

# Directors' Report

To  
The Members,

Your Directors have pleasure in presenting their report on business and operations of the Company together with 24th Annual Audited Accounts for the financial year ended 31st March, 2018.

## 1) Financial Highlights

For the financial year ended 31st March, 2018

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2018	2017	2018	2017
<b>Profit/(Loss) before Tax</b>	(3,368.59)	137.83	(3,383.26)	136.26
<b>Less : Provision for Taxation</b>				
Current Tax	-	194.48	-	194.48
Deffered Tax	(340.19)	108.00	(340.19)	(108.00)
Current Tax for earlier years	-	15.05	-	15.05
<b>Profit/(Loss) after Tax</b>	(3,028.40)	36.30	(3,043.07)	34.73
<b>Add : Balance brought forward from last year</b>	4,738.56	4,764.85	4,313.90	4,341.39
<b>Add : Asset restated which was written-off earlier</b>			312.99	
<b>Surplus available for appropriation</b>	1,710.16	4,801.15	1,583.82	4,376.12
<b>Less : Appropriations</b>				
Proposed Equity Dividend	-	45.97	-	45.92
Tax on Proposed Dividend	-	9.36	-	9.35
Transfer to Reserve Fund u/s 45IC of RBI Act, 1934	-	7.26	-	6.95
<b>Surplus carried to Balance Sheet</b>	1,710.16	4,738.56	1,583.82	4,313.90

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.

Due to paucity of funds, your Directors does not recommend dividend during this year.

## 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.

### Information related to unclaimed / unpaid dividend of Financial Year 2010-11

1	Unclaimed / unpaid dividend for FY 2009-10	Rs 95,892.50
2	Cumulative unclaimed / unpaid dividend amount up to FY 2009-10 lying in the credit of IEPF as at 31st March 2018	Rs 7,48,315.50
3	Unclaimed / unpaid dividend amount for the FY 2010-11 as on 31st March, 2018 is due for transfer to IEPF on 18th November, 2018. Note:- Those members who have not yet claimed / encased are requested to claim the same at the earliest before transfer to IEPF.	Rs 156,676.00

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 Saturday 27<sup>th</sup> September 2017 (date of last Annual General Meeting) on the Company's website ([www.intecapital.com](http://www.intecapital.com)) and on the website of the Ministry of Corporate Affairs.

### Information related to unclaimed / unpaid dividend of Financial Year 2010-11

1	Date of Declaration of dividend by shareholders in the Annual General Meeting	14/09/11
2	Dispatch of dividend shall be done within 30 days from date of declaration of dividend by Shareholders	14/10/11
3	Amount of dividend to be Transferred in separate account "Unpaid dividend / unclaimed dividend Account" within 7 Years of the expiry of the said 30 days of dispatch as per Section 124(1) of Companies Act, 2013.	19/11/18
4	As per Section 124(5) of the Companies Act, 2013, the period of 7 years counted from date of transfer of "Unpaid dividend / unclaimed dividend Account" in separate account	19/10/18
5	As per section 124(6) of Companies Act, 2013 the unpaid dividend account shall be transferred within 30 days from the expiry of 7 years of dividend transfer in separate account "Unpaid dividend / unclaimed dividend Account"	18/11/18

## 5) Equity Share Capital

The paid-up Equity Share Capital of the Company as on 31 March 2018 is Rs. 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) Non-Convertible Debentures (NCD)

The Company had issued Listed Fully Secured Redeemable Non-Convertible Debentures

amounting Rs. 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 Debentures issued on private placement basis are listed on BSE. The Company has been regular in servicing all of its debt obligations. The debenture holders can also send in their queries/complaints at the designated email address: [complianceofficer@inteccapital.com](mailto:complianceofficer@inteccapital.com)

During the year company, the NCD gets redeemed on 4<sup>th</sup> December 2017 and all the repayments are made to debenture holders. The debenture which was listed in the BSE gets delisted.

NCD Redemption Information	
Headings	Information Furnished
Nature of instrument	Fully Secured Redeemable Non-Convertible Debentures (NCD)
Debenture holders	Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden (“Debenture holders”).
Debenture Trustee	CATALYST TRUSTEESHIP LIMITED (Erstwhile 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 <a href="mailto:complianceofficer@inteccapital.com">complianceofficer@inteccapital.com</a>
Address of BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <a href="http://www.bseindia.com">www.bseindia.com</a>
Scrip Code	951360
ISIN no. as on 31 <sup>st</sup> March, 2017	INE017E07023

New ISIN no. issued pursuant to revision in terms of NCD on 05 <sup>th</sup> July, 2017	INE017E07031
Date of Redemption of NCD	4 <sup>th</sup> December 2017
Confirmation received from BSE regarding the delisting of the NCD	04 <sup>th</sup> January, 2018
Effective date of Delisting of NCD as per BSE Confirmation and Records	08 <sup>th</sup> January, 2018

## 7) Registration with RBI as Non-Deposit Taking NBFC Company and its Disclosures

Your Company is NBFC Company and is registered with Reserve Bank of India on 4<sup>th</sup> May 1998 as a Non-Banking Financial Institution (Non-Deposit taking). Your company had attained the status of Asset Finance Company and got NBFC-AFC status on 7<sup>th</sup> April 2014.

In terms of provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, your Company is categorized as a ‘Systemically Important Non-Deposit taking Non-Banking Financial Company i.e. NBFC-NDSI-AFC’.

The disclosures as prescribed by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other NBFC Directions have been made in this Annual Report.

## 8) Non Acceptance of Public Deposits

Your Company is Non-Deposit taking NBFC and has not accepted public deposits during the year under review in terms of chapter-V of the Companies Act, 2013 and hence there defaults in repayments of amount of principle or interest as on date of Balance Sheet is not applicable.

## 9) Credit Rating

During the year under review, the credit ratings / revision in Credit Ratings were done by CARE Ratings, India's 2nd Largest Rating Agency incorporated in India as "Credit Analysis & Research Limited".

The ratings done by CARE during Financial Year ended 31<sup>st</sup> March 2018 done during financial 2017-2018 for Facilities is as follows.

CARE Ratings			
Facilities	Amount (Rs. In Crore)	Ratings	Remarks
Long-term Bank Facilities	309.15 Crores (reduced from 603.81 Crores) (Rupees Three Hundred Nine Crores and Fifteen Lakhs only)	CARE BB, Stable [Double B Stable]	Revised from CARE BBB- [Triple B Minus]
Non-Convertible Debentures	Rs. 4.01 Crore (reduced from 30 Crores) (Rupees Four Crores and One Lakh only)	CARE BB, Stable [Double B Stable]	Revised from CARE BBB- [Triple B Minus]

## 10) Transfer to Reserves

As per Section 45-IC of the Reserve Bank of India Act, 1934 ('RBI Act'), every NBFC is required to transfer a sum not less than twenty percent of its net profit for the year to the 'Statutory Reserve as per Section 45-IC of RBI Act'. As during the year there is no profit, there is no transfer to the said reserve, (previous year Rs. 7.26 lakhs being 20% of the net profit was transferred to the said reserve).

## 11) Capital Adequacy Ratio

The Company's total Capital Adequacy Ratio (CAR) as on 31st March, 2018 stood at 37.64% as compared to 31.55% for the previous year as a percentage 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 15%.

## 12) Depository System

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

As on March 31, 2018, 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	18219414	99.20
2	Physical	146836	0.80
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 (MSAR)

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(f) & (3) and other applicable regulation read with Schedule – V of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI LODR, 2015) 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 para C, D and E of Schedule V read with regulation 15(1), (2)(a) and other applicable regulation of SEBI LODR, 2015 forms an integral part of this Report.

The Report on Corporate Governance as stipulated 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 para E of Schedule V read with regulation 15(1), (2)(a) and other applicable regulation of SEBI LODR, 2015 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 2017-18. A declaration to this effect signed by the Managing Director of the Company in terms of para d of Schedule V read with regulation 15(1), (2)(a) and other applicable regulation of SEBI LODR, 2015 is annexed at Annexure – 4 to this Report and forms integral part of this Annual Report.

The Certificate by Managing Director on financial statements as stipulated under applicable Regulation of SEBI LODR, 2015 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](http://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 AGM.

### **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 SEBI LODR, 2015 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 2017-18, 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 2017-18 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, 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 2017-18 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](http://www.inteccapital.com).

A Cash Flow Statement for the year 2017-18 is attached to the Balance Sheet.

### 18) Consolidated Financial Statements

Your directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries for the Financial Year ended 31<sup>st</sup> March 2018 and as prepared in compliance with the Companies Act, 2013, Accounting Standards, SEBI LODR, 2015 and other applicable laws as prescribed.

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 Annual 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) Extract of Annual Return as Per Section 92 (3) of the Companies Act, 2013 in the Prescribed Format VIZ. MGT-9

The extract of Annual Return as on March 31, 2018 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.

### 22) Corporate Social Responsibility (CSR) Policy 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 not just focused around the offices of the Company, but also improves a healthy & prosperous environment and to improve the quality of life for the next generation.

Company undertakes to combat illiteracy for the children of vulnerable sections of society and work towards the goal to make them self-reliant. We are investing through variety of effective programs by not only providing them elementary education but have also undertaken sponsorship for higher education for girl child. In addition to this company has provided infrastructure for education by providing school bags & other facilities. Company focusses on various career counselling sessions, vocational courses, remedial education classes, sports activities to strengthen skill set of children.

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.

### **23) Reasons for not Incurring 2% CSR Expenditure**

On the recommendation of the CSR Committee, the Board considers and record the reasons for incurring less CSR Expenditure during financial year 2017-18 as the company had incurred CSR expenditure to the extent of Rs. 2.50 Lacs as against required 2% of Net adjusted profit of preceding last three years amounting Rs. 14.88 Lacs computed in terms of section 198 of the Companies Act, 2013.

- Due to slowdown in economy and increase in NPAs, the company is having declining cash flows, revenue and profits. Accordingly, it is not practicable to spend the 2% of average profit of last 3 financial years. However, the budgeted amount can be increased with the consent of CSR Committee, if cash flows and portfolio quality of the Company improves in coming months.
- However, the company has made lot of efforts in identifying the NGO's and implementing agencies for which considerable amount of time was invested by the Company and which allowed opportunity to the company to spend Rs. 2.50 Lacs but falls short of statutory limit of 2% amounting Rs. 14.88 Lacs.

### **24) 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 SEBI LODR, 2015. The Policy on RPTs as approved by Board is also uploaded on the Company's website [www.inteccapital.com](http://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 applicable Regulation of SEBI LODR, 2015, your Company has not entered into any material transaction under SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 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 and noting pursuant to section 177 of the Companies Act, 2013 read with SEBI LODR, 2015 and read with Company's RPT policy.

Your Directors draw attention of the members to Note No. 27.3 to the financial statement which sets out related party transactions.

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 – 9 to this report.

### **25) Board Meeting Held and Attended During the Year by Directors**

During the year under review, Five (5) Meetings of the Board of Directors were held and attended by directors as per below mentioned information.

Sl.	Name	Resident	Designation	Meetings held	Meetings attended
1	Mr. Sanjeev Goel (DIN - 00028702)	Indian	Managing Director	5	5
2	Mr. S. K. Goel (DIN - 00963735)	Indian	Non-executive Independent Director	5	5
3	Mr. Rakesh Kumar Joshi (DIN -02410620)	Indian	Non-executive Independent Director	5	4
4	Mr. Praveen Sethia (DIN -02310777) (See Note-1)	Indian	Non-executive Independent Director	4	3
5	Mrs. Ritika Goel (DIN 00053387) (See Note-2)	Indian	Non-executive Non Independent Woman Director	3	0
6	Mrs. Kumud Gupta (DIN 00294724) (See Note-3)	Indian	Non-executive Independent Woman Director	2	1
7	Mr. Vishal Kumar Gupta (DIN -02368313) (See Note-4)	Indian	Non-executive Nominee Director	1	0

Note-1:- Mr. Praveen Sethia has resigned as Non-executive Independent Director and has tendered his resignation with effect 30<sup>th</sup> January 2018 which was taken note by Directors in the Board Meeting held on 09<sup>th</sup> February, 2018.

Note-2:- Mrs. Ritika Goel has resigned as Non-executive Non Independent Woman Director and has tendered his resignation with effect 08<sup>th</sup> November, 2017 which was noted by Directors in the Board Meeting held on 10<sup>th</sup> November, 2017.

Note-3:- Mrs. Kumud Gupta was appointed as Non-executive Independent Woman Director with effect 10<sup>th</sup> November 2017 in the Board in the Meeting held on 10<sup>th</sup> November 2017.

Note-4:- Mr. Vishal Kumar Gupta has resigned as Non-executive, Nominee Directors and has tendered his resignation with effect 8<sup>th</sup> August 2017 which was taken note by Directors in the Board Meeting held on 11<sup>th</sup> August 2017.

The detailed note on the Board meetings held and attended during the year is separately mentioned in "Corporate Governance Report section" in this Annual Report.

## 26) 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. Puneet Sehgal	Company Secretary
Mr. Puhup Srivastav (Note: Appointed and re-designated Chief Financial Officer w.e.f. 11 <sup>th</sup> August 2017)	Chief Financial Officer (CFO)
Mr. Sudhindra Sharma (Note: Had resigned as Chief Financial Officer w.e.f. 20 <sup>th</sup> April 2017)	

## 27) Committees Of The Board

During the year under review, the company has following below mentioned Committees of Board (COB).

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Asset Liability Management Committee (ALCO)
- Treasury Committee
- Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee
- Operations Review Committee (ORC) (Dissolved by Board of Directors on 11th August, 2018)
- BTA Implementation Committee (Dissolved by Board of Directors on 10th November, 2018)

The detailed note on 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.

## 28) Board Of Directors And Changes Among Them

### A. Appointment of Directors

During the year under review, one of director was appointed as follows:-

- Mrs. Kumud Gupta (DIN 00294724) (Non-executive Independent Woman Director) in the Board of Directors of the Company in the Board Meeting held on 10<sup>th</sup> November 2017

### B. Resignation

During the year under review, the Board had approved the resignation of following directors:-

- Mr. Vishal Kumar Gupta (DIN -02368313) (Non-executive Nominee Director) from the Board of Directors of the Company w.e.f. 8<sup>th</sup> August 2017 and resignation was noted by Board of Directors in its Meeting held on 11<sup>th</sup> August 2017.
- Mrs. Ritika Goel (DIN 00053387) (Non-executive Non-Independent Woman Director) from the Board of Directors of the Company in the Board Meeting held on 10<sup>th</sup> November 2017 vide resignation letter dated 8<sup>th</sup> November 2017.
- Mr. Praveen Sethia (DIN -02310777) (Non-executive Independent Director) from the Board of Directors of the Company w.e.f. 30<sup>th</sup> January 2018 and resignation was noted by Board of Directors in its Meeting held on 9<sup>th</sup> February 2018.

The Board records the deep appreciation for the contributions of Mr. Vishal Kumar Gupta, Mrs. Ritika Goel and Mr. Praveen Sethia and throughout their directorship and also for the significant contributions they have made to the management of affairs of the Company and for the valuable advises they all had made to the Board from time to time.

### C. Re-appointments of director liable to retire by rotation

In the ensuing 24<sup>th</sup> Annual General Meeting of the Company the Directors recommends the re-appointment Mr. Sanjeev Goel (DIN: 00028702) Managing Director on the Board of Directors of the Company who is liable to retire by rotation and being eligible, offer himself for re-appointment, pursuant to the provisions of Companies Act, 2013.

It is noted that Mr. Sanjeev Goel, Managing Director was appointed for a period of five (5) years from 1st April 2015 till 31st March 2020 which was approved by shareholders by passing Special Resolution on 8<sup>th</sup> May 2015 vide postal ballot notice dated 2<sup>nd</sup> April 2015 and this re-appointment shall not tantamount to break in the tenure of appointment as Managing Director and all other terms and conditions of the appointment shall also remains unchanged.

### D. Independent directors

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 applicable provisions of SEBI LODR, 2015 or as per applicable regulation of SEBI LODR, 2015.

### 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 had submitted the 'Fit and Proper Criteria Declaration' required pursuant to Revised Regulatory Framework for NBFC notified by RBI vide notification dated 10<sup>th</sup> November 2015 as part of Corporate Governance norms.

### F. Directors' profile

A brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of Board Committees and shareholding in the Company are provided in this Report.



### 29) Performance Evaluation of the Board, its Committees And Individual Directors

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI LODR, 2015 and other applicable regulations, circulars etc., 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.

Pursuant to the provisions of the Companies Act, 2013 and in terms of requirement of Regulation 17(10) of SEBI LODR, 2015, 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 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 Director's performance during Financial Year 2017-18.

### 30) Separate Meeting of Independent Director

During the year under review, the Independent Directors of the Company meets without the presence of non-independent directors on Friday February 09th 2018, in terms of Section 149(8) and Schedule – IV and Clause 49 (B) (II) (6) read with regulation 25(3) & (4) of SEBI LODR, 2015, without the attendance of non-independent directors and members of management.

They met to discuss the inter-alia amongst other items the following mandatory items viz., (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.

### 31) Disclosure On Audit Committee

The Audit Committee as on March 31, 2018 comprises of the following Independent Directors viz., Mr. Rakesh Kumar Joshi, Mr. S.K. Goel Mrs. Kumud Gupta (being made member in the Audit Committee w.e.f. 09th February, 2018)

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 under review, the company has complied with the requirements of Section 178 of the Companies Act, 2013 and regulation 18 of SEBI LODR, 2015. The 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 of the Company attends and participates in the meetings of the Audit Committee.

### 32) Disclosure on Nomination and Remuneration Committee and Nomination and Remuneration Policy

The Nomination and Remuneration Committee as on March 31, 2018 comprises of the following Directors viz. Mr. S.K. Goel (Non-executive Independent Director), Mr. Rakesh Joshi (Non-executive Independent Director) and Mrs. Kumud Gupta (Non-executive Independent Woman Director, being made member in the Committee w.e.f. 09th February, 2018)

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 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,

During the year under review, the company has complied the requirements of Section 177 of the Companies Act, 2013 read with applicable regulation 19 of SEBI LODR, 2015. The Company Secretary of the Company acts as the Secretary to the Committee.

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.

### **33) Familiarization Policy and Programme**

The Company has in place a familiarization Programme for its Independent Directors which

shall be given to new Independent Directors upon joining and to existing Independent Directors on “need basis”. The objective of the familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Besides, the Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Additionally, regular updates on relevant statutory and regulatory changes are regularly circulated to all the Directors including Independent Directors.

During the Financial Year 2017-2018, there is one new Independent Woman Director is inducted on the Board viz. Mr. Kumud Gupta in the Board meeting held on 10th November 2017 and who was given necessary Familiarization / Induction training as per company’s existing policy on Familiarization Programme for Independent Directors of the Company. The docket containing all Business Policies of the Company and others details as part of Familiarization Programme was also handed over to Mrs. Kumud Gupta. Besides, one Non-Executive Independent Director viz. Mr. Praveen Sethia has resigned from the Board of Directors of Intec Capital Limited w.e.f. 30th January 2018 and resignation was noted in the Board Meeting held on 9th February 2018

The details of Familiarization/ Induction training imparted during Financial Year-2017-18 are as follows:

Heading	Description									
Nature of Training	Familiarization/ Induction training									
Date of Training	Friday 10 <sup>th</sup> November 2017									
Start Time of Training	6:00 PM									
End Time of Training	7:00 PM									
Duration of Familiarization/ Induction training	1 hour									
Venue of Training	703, Manjusha Building, 19, Nehru Place, New Delhi-110019									
Name of Independent Directors attended training	<<>>									
	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>No. of hours</th> </tr> </thead> <tbody> <tr> <td>Mrs. Kumud Gupta</td> <td>Non-Executive Independent Woman Director</td> <td>1</td> </tr> <tr> <td>Mr. S.K. Goel</td> <td>Non-Executive Independent Director</td> <td>1</td> </tr> </tbody> </table>	Name	Designation	No. of hours	Mrs. Kumud Gupta	Non-Executive Independent Woman Director	1	Mr. S.K. Goel	Non-Executive Independent Director	1
Name	Designation	No. of hours								
Mrs. Kumud Gupta	Non-Executive Independent Woman Director	1								
Mr. S.K. Goel	Non-Executive Independent Director	1								
	<<>>									
Company Secretary	Mr. Puneet Sehgal									
Details of Familiarization/ Induction training	<ol style="list-style-type: none"> <li>Grievance redressal system and mechanism of our borrowers.</li> <li>Company's All Board Level Policies but not limited to following viz. CSR Policy, Related Party Transaction Policy, SEBI Insider Trading Code, SEBI Fair Practice Code, Fair Practice Code (FPC) in terms of RBI, Fixed Assets Policy, Investment Policy, AML Policies, Code of Conduct for Directors and KMP's, Familiarization Programme for Independent Directors, Provisioning Policy, Archival Policy, ALM Policy, Risk Management Policy, etc.</li> <li>Company's Internal HR policies / processes &amp; other policies but not limited to following, Leave &amp; Attendance Policy, Code of Conduct of Employees, Anti Sexual Harassment policy etc.</li> </ol>									

The Familiarization program / policy is uploaded in the company website on our website (<http://inteccapital.com/about-us/board-of-directors/familiarization-programme/>)

### 34) 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 at board and

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, finalize 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.

#### 35) Directors' Responsibility Statement

Pursuant to the requirements of Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby stated that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and 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 and loss of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have 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) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 36) Internal Financial Control (IFC) and its Adequacy on Financial Reporting

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Board of Directors confirms that the company has established systems, standards, processes and structure which supports to implement Internal Financial controls across the organization and which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Directors Responsibility Statement (DRC) also emphasis that company's IFC are adequate and operating effectively with respects to financial statements.

#### 37) Statutory Auditors and Their Report

The Board noted this year consent and eligibility of existing Statutory Auditors viz. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N) for conducting Statutory Audit for the Financial Year 2018-19 ending on 31st March 2019.

It is noted that the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors viz. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), who were appointed in the Annual General Meeting held on Wednesday 27th September 2017 for a first block of five (5) years



to hold office from the conclusion of 23rd Annual General Meeting scheduled to be held in Calendar Year 2017 till conclusion of 28th Annual General Meeting scheduled to be held in Calendar Year 2022 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2017-2018 till Financial Year 2021-2022.

During the year under review, the current Statutory Auditor's viz. S. P. Chopra & Co., Chartered Accountants (Firm No.000346N) had submitted their Report for the financial year ended 31<sup>st</sup> March 2018. The Independent Auditor's Report (Standalone and Consolidated) of Intec Capital Limited is of unmodified opinion and does not contain any qualifications/ observations/ adverse remarks on true and fair view of Financial Statements (standalone and consolidated) for financial year ended 31st March 2018 presented to the Auditors. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

### **38) Secretarial Auditor And Their Report**

The Board again approved the re-appointment M/s. Sudhanshu Singhal & Associates Represented through Proprietor viz. Mr. Sudhanshu Singhal, Company Secretaries having C.P. No. 8762 to conduct Secretarial Audit for the FY 2018-19.

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.

The Secretarial Audit Report for the financial year 2017-18 given by Secretarial Auditor in the prescribed form MR-3 is annexed at Annexure – 10 to this Report.

### **39) Internal Auditor And Their Report**

The Board again approved the re-appointment of M/s. Mazars as Internal Auditors to conduct Internal Audit for the FY 2018-19.

During the year under review, Mazars, Internal Auditor's had submitted their Report for the

financial year 2017-18 for various quarters / period to the Audit Committee for its review and necessary action.

### **40) Risk Management Policy**

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

The Risk Management was constituted originally constituted on 8<sup>th</sup> 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.

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.

### **41) 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 / vigil mechanism in terms of requirement of Section 177 (9) and other applicable provisions of the Companies Act, 2013 read with Regulation 4(2) (d) (iv) of SEBI LODR, 2015 wherein the employees are free to report violations of laws, rules, regulations

or unethical conduct to their immediate supervisor or such other person as maybe notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice

The Whistle Blower / Vigil Mechanism Policy is also available on our Company website to report any genuine concerns about unethical behavior, any actual or suspected fraud or violation of Company's Code of Conduct in terms of regulation 46(2)(e) of SEBI LODR, 2015.

The Audit Committee of your company also reviews the functioning of the whistle blower mechanism on quarterly basis;

#### **42) Particulars of Employees, Key Managerial Personnel and Related Disclosures**

During the year under review, the information related to 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 financial year ended 31st March, 2018 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.

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 644464 fully paid equity shares as individual promoter category

During the year ended March 31, 2018, Mr. Sanjeev Goel, Managing Director was paid the remuneration amounting Rs. 12,999,996 Lacs (Rupees One Crore Twenty Nine Lakhs Ninety Nine Thousand Nine Hundred Ninety Six Only) the break-up of which is mentioned in Annexure -7 of this report, in Compliance with the applicable provisions of the Companies Act, 2013 read with rules made there under in compliance with Schedule V of the Companies Act, 2013 and also in conformity with MCA Order dated 01/08/2017 related to Managing Director remuneration starting from 1<sup>st</sup> April 2016 till 31<sup>st</sup> March 2019.

#### **43) Particulars of Loans, Guarantees or Investments Under Section 186 of the Companies Act, 2013**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report pursuant to Section 134(3) (g) of the Companies Act, 2013.

#### **44) Green Initiatives and E-Voting**

Under go green Initiative in Corporate Governance we have started go Paperless as a sustainability initiative and minimizing our impact on the environment.

Under this Go Green initiative electronic copies of the Annual Report 2018 and Notice of 24<sup>th</sup> Annual General Meeting are given to the 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.

#### 45) Reminder To Investors:

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

#### 46) 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

#### 47) 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.

#### 48) 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.

#### 49) 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.

#### 50) HRD Initiatives- Training & Development

The Company recognizes the importance of Human Resource and the continuous need for 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. The company also focused on Regional Level Induction & training covering corporate presentations & function specific knowledge and skills. Training Basic Certification Module Process for Sales and Collection has also been implemented and has achieved 45 certifications.

As part of HRD Initiatives, the company has started giving Monthly Extra Miler awards based on various parameters viz. Result, Boundary less Behavior, Operational Excellence, Positive Attitude & Behavior

#### 51) 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.

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

## 52) 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 : 28<sup>th</sup> August 2018

Place : New Delhi

**Sanjeev Goel**

Managing Director

**S.K. Goel**

Non-executive, Independent Director



# Management Discussion and Analysis Report (MDAR)

## Indian Economy

The GDP is estimated to have grown at 6.7% during 2017-18 as compared to 7.1% growth recorded the year before. This “slowdown” can largely be attributed to the aftermath of demonetization and GST, the processes of which still carry with them some opacity regarding their operations. But in the grander scheme of things, we believe that such acts contribute immensely to the overall growth of our nation.

To add to this, we will be soon be entering an election year where we should see the influx of large amounts of cash in the economy by way of various promotional events. Such an activity should promote economic growth at the ground level.

## Industry Overview

Both the regulator and government have been maintaining a favorable stance towards the NBFC sector; starting with the latest announcement where SME loans up to Rs. 2 crores by NBFCs will be covered under the credit guarantee fund trust for micro and small enterprises and the government notification, covering systemically important NBFCs under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act). These measures would strengthen the NBFCs’ ability to lend and mitigate loss given default while speeding up recovery timelines.

Besides, introduction of Insolvency and Bankruptcy Code, 2016 could ensure quicker resolution of NPA problems, especially in PSU banks and NBFC. In fact, the Financial Stability Report issued by RBI in

2015 indicates that corporate sector vulnerabilities and the impact of their weak balance sheets on the financial system needs closer monitoring.

Within the finance sector, we witnessed a push for stimulation of the Indian economy through the recapitalization of PSU banks. This recapitalization will not only allow the public sector banks to resume their lending operations but will also allow them to absorb the existing defaults and thus alleviate much of the fears associated with large-scale lending. As this unfolds, we should witness the Indian economy gaining more momentum.

## Performance of NBFC

The NBFC sector plays a critical role in financial inclusion as it caters to a wide range of financial activities particularly in areas where commercial banks have limited penetration. NBFCs are expected to play a crucial role in fostering inclusive growth, especially in sectors like MSMEs. The quality of assets of the NBFC sector has, however, showed steady deterioration since 2012, though their NPAs have remained relatively lower than those of the banking sector.

## Intec Overview

For the first time since its inception, the company recorded a loss from operations. Considering the long-term view we keep on our business, we see this as a mere speed bump on our runway to success. Moreover, we prefer to reflect upon our mistakes, reconciling them as our own and moving on rather than fretting over them for extended periods of time or worse yet, blaming them solely on uncontrollable externalities.

Like last year, we focused a large part of our efforts on the resolution of bad debts and strengthened our internal legal and collection processes as discussed above. Besides focusing on processes, we also added new members to our team, whose efforts should add momentum to our recovery process. Overall, our efforts bore fruit as we saw a modest increase in our average collections but we still have a long way to go.

Another focus area for us was cost. We made strides in this area. After adjusting for provisions and write-offs, our costs came down by about 25%. We are not done, however. We will continue to find more areas where efficiencies can be improved and thus, costs lowered.

In the previous year, we took the stand to stop fresh loan disbursements till we had control over our defaults. While this prevents the creation of additional cushion arising from new “standard” assets, we believe that in order to rebuild our company with the lessons we have learnt, we need to go back to the basics and create a healthy order book from the ground up. This goal stands resolute.

Finally, today, our industry is seeing the entry of several players, who are seeking to bridge the gap that has been left by the immobility of public sector banks. Like puberty stricken aggressive teenagers, these players have been heavily focusing on building a lending book by either buying out existing players or organically, through what we believe to be imprudent credit. When our resolution process is under control and fresh lending begins, we will not participate in the rat race of volume when it is accompanied by high probabilities of default in the future.

### Highlights of Intec for FY 2017-2018

During the year the company reported total revenue of Rs. 60.25 lacs against total revenue of 97.47 lacs in the previous year. Due to the increase in Non-performing assets (NPA) the management was cautious in distribution of finance to its customers. The company focused on quality of assets created instead of growth and maintained focus on collection. The company has put all

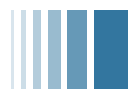
energy in ensuring the collection and resolution of stressed accounts in order to clean the balance sheet. The company has created a special recovery team whose whole focus is the resolution of NPA. This is followed by a creation of a special team in legal as well who will focus on the top accounts of the company. The collection call center which was established in FY15-16 has been expanded and has also been contributing towards recovery. The management believes FY18-19 to be a better year for NPA resolution as we are seeing multiple clients come forward for the resolution of these accounts. There is movement in several cases which were written off or have been in the balance sheet as NPA for a long time. NPA remains the single biggest impediment in the company’s growth and the company is committed to solving this problem soon.

The company was also able to reduce its finance cost from Rs. 54.60 lacs to Rs. 34.31 lacs. The company is reducing its finance cost and financial liability to reduce the stress on the balance sheet. Next year there will be an even bigger drop in the finance cost as Intec aims to reduce its debt till the NPA problem is solved and maintain a good relationship with the banks and financial institutions.

Cost rationalization has also been a major focus. This year also, the digitization of many of our processes has helped us achieve this objective. Keeping administrative costs as low as possible is one of the key requirements to achieve success in the financial services industry. We have also reduced the redundant systems and man power. The next year as well cost will remain of primary importance.

### Risk Management

A company in its normal course of working takes on many risks. For a Non-Banking Finance Company the risks that are most important are operational risk, credit risk and competition risk. The identification, monitoring and mitigation of these risks are integral to the success of the company. The board has formed a sub-committee called the Risk management committee which is responsible for looking into risk management.



**Operational risk management-** This is a risk that may arise in inadequate internal controls and systems which result in operation errors and may lead to financial losses. The company has automated most of the processes to mitigate this risk to maximum. All company processes have a SOP (Standard Operating Procedure) which ensures clarity and efficiency in all processes. Most processes have been quantified to ensure that they can measure in the most effective way. Frequent review systems of these systems have been set to make sure they are up to date. The board also has an operations review committee looking into operational management.

**Credit risk management-** Credit is the risk that might arise due to a customer's willingness or ability to meet the contractual obligations. The company has always maintained strict credit norms and processes to ensure financial assistance is granted only to able borrowers. This year with the help of technology we were able to make 90% of the process automated and reduced the turn-around time by 60%. This has helped low credit slippages. With the strengthening of the legal system we hope further decrease this.

**Competition risk management-** The financial services space in the country is very competitive. With RBI allowing more types of financial institutions such as small finance bank and payments bank to be formed the competition has become even more severe. This is one of the main risks that the company needs to address. This is only mitigated through active market research and innovation in products. The company is actively involved in market research and is forming the base so that speed to launch new products is drastically reduced. IT will be a big enabler in mitigating the competition risk.

**Liquidity risk-** Liquidity risk is the risk of not honoring liabilities to different financial and non-financial institutions. This risk can result in shortfall and cash flow and can permanently damage the credibility of a company. To mitigate this risk there is a special treasury team to manage this issue who reports directly to the managing director. The company has tapped various means of funding such as term loans, working capital limits, non-convertible debentures and cash credit limits.

### Internal Controls

To mitigate the risk of internal system failure we keep robust internal controls. There is an internal auditor in place to check the workings of the company. They conduct regular audits during the course of the year. They report directly to audit committee to make sure integrity of information is maintained. We have also strengthened our loan management system and created another system to have proper recording of all information. This has resulted in more control and useful insights into the workings of the company.

### Cautionary Statement

Statements made in this management discussion and analysis contains certain 'forward-looking statements' extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

# Corporate Governance Report

In accordance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as “SEBI LODR 2015”), the report containing the Corporate Governance System and Processes at Intec Capital Limited is as follows:

At Intec’s Corporate Governance is to build relationship and trust with all stakeholders whom we consider our partner in our success and to ensure that stakeholders value is maximized viz. Shareholders, Employees, Investors, Customers, Vendors, Bankers, communities and government. We ensure that Company affairs are managed in a fair and transparent manner. Our Board exercises its fiduciary responsibilities in the widest sense of the term. We always seek to ensure that our performance is driven by integrity.

## 1. Board of Directors

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and

has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

## 2. Composition

The Board comprises of a majority of Independent Directors. It has a good mix of Executive and Non-Executive Directors including Independent Directors. As on date of this Report, the Board consists of four Directors with adequate combination of Independent/ Non Independent, Executive, Non-executive and Nominee Directors. 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. The details of each member of the Board along with the number of Directorship(s)/ Committee Membership(s)/Chairmanship(s) and date of joining the Board are provided herein below:

## 2.1. Composition and Directorship(s) /Committee Membership(s)/Chairmanship(s) as on 31<sup>st</sup> March, 2018

Category of Directors	Name	Designation	Date of joining the Board	Relationship with other Directors as per Companies Act, 2013	Number of shares held in the Company	Directorship in other Companies #	Membership(s) of Committees of other Companies ##	Chairmanship(s) of Committees of other Companies ##
EXECUTIVE DIRECTORS	Mr. Sanjeev Goel DIN-00028702	Managing Director	15/02/1994	Spouse of Mrs. Ritika Goel	644464	9	1	-
<b>Non-Executive Independent Directors</b>	Mr. S. K. Goel DIN: 00963735	Non-Executive Independent Director	13/02/1998	-	-	2	2	-
	Mr. Rakesh Kumar Joshi DIN: 02410620	Non-Executive Independent Director	27/02/2002	-	-	-	-	-
	Mrs. Kumud Gupta**** DIN: 00294724	Non-Executive Independent Woman Director	10/11/2017	--	-	2	-	-

# Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

## Includes only Audit Committee and Stakeholders' Relationship Committee

\*Mr. Vishal Kumar Gupta (DIN:02368313 )has resigned from Board of Directors w.e.f. 8<sup>th</sup> August 2017 noted in the Board Meeting dated 11<sup>th</sup> August, 2017.

\*\*Mr. Praveen Sethia(DIN:02310777) has resigned from Board of Directors w.e.f. 30th January 2018 noted in the Board Meeting dated 09<sup>th</sup> February, 2018.

\*\*\*Mrs. Ritika Goel (DIN: 00053387) has resigned from Board of Directors w.e.f 08th November, 2017 noted in the Board Meeting dated 10th November, 2017.

\*\*\*\*Mrs. Kumud Gupta (DIN: 00294724) was appointed in the Board of Directors w.e.f 10th November, 2017 noted in the Board Meeting dated 10th November, 2017.

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

## 2.2. 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. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company. 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 Regulations.
- 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

## 2.3. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted

by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. All meetings of the Board are held in Delhi. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director of the Company.

The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

### During the financial year ended 31st March, 2018, Five (5) Board meetings were held on the below mentioned dates:

1) Friday, 26th May, 2017	2) Friday, 11 <sup>th</sup> August, 2017
3) Saturday, 26 <sup>th</sup> August, 2017	4) Friday, 10 <sup>th</sup> November, 2017
5) Friday, 09 <sup>th</sup> February, 2018	

The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

## 2.4. Board Support

The Company Secretary is responsible for assembling, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings.

## 2.5. Separate Independent Directors' Meetings

The Company's Independent Directors meet at least once in every financial year without the presence of



Managing Director, Non-independent Directors or Management Personnel.

During the year under review, Mr. Praveen Sethia (DIN 02310777) (Non-executive Independent Director) has resigned from the Board of Directors of the Company vide resignation letter dated 30th January 2018.

During the Financial year 2017-18, the Independent Directors Viz., Mr. Rakesh Kumar Joshi, Mr. S.K. Goel and Mrs. Kumud Gupta (being appointed on 10<sup>th</sup> November, 2017) met on 09<sup>th</sup> February 2018 and inter alia had discussed:

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) 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.

Such meetings are conducted formally 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.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

## 2.6. Familiarization program for Independent Directors

During the year under review no new Independent Directors were inducted into the Board and hence no During the year under review Mrs. Kumud Gupta, Non-Executive Independent Woman Director was inducted into the Board and hence familiarization and training was conducted on 10<sup>th</sup> November, 2018.

The Familiarization policy is uploaded in the company website on our website (<http://inteccapital.com/about-us/board-of-directors/familiarization-programme/>)

The Familiarization program is uploaded in the company website on our website

(<http://www.inteccapital.com/wp-content/uploads/2018/07/Familiarization-Program.pdf>)

Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

## 2.7. Board Evaluation

During the year under review the company in its Nomination and Remuneration and Committee Meeting and subsequently Board Meeting held on 24<sup>th</sup> May 2018 has reviewed a formal annual evaluation by the Board of its own performance and that of its committees and individual directors as per requirement of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015)

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The framework includes the evaluation of directors on various parameters as mentioned below and involving the rating viz. Excellent, Good, Satisfactory, Fair, Needs Improvement

- Attendance at the Board and Committee meetings.
- Understands the business and products of the Company.
- Brings in new ideas for business advancement and improvement.
- Study of agenda in depth prior to meeting and active participation at the meeting.

- Participates constructively and actively in the Committees of the Board in which he is a member.
- Strive to attend the general meetings of the Company.
- Contributes to discussions on strategy as opposed to focus only on agenda.
- The Director actively challenges management thinking and motivates them to excel continuously.
- The Director actively works towards cordiality and cohesiveness at meetings, while challenging current thinking.
- The Director is able to bring in best practices from his experience and other Board Memberships.
- The Director remains abreast of developments affecting the company, independent of his being apprised at meetings.

### 3. Committees of the 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 Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Board Level Committees.

#### 3.1. Audit Committee (AC)

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	As on Date of report
Mr. Praveen Sethia (Non-Executive Independent Director)	Yes	NA(See Note-1 below)	The Committee comprises of three Director Member viz. - Mr. Rakesh Kumar Joshi - Mr. S.K. Goel - Mrs. Kumud Gupta
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	NA(See Note-2 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mr. S.K. Goel (Non-Executive Independent Director) As Chairperson of the Committee	Yes	Yes	
Mrs. Kumud Gupta(Non-Executive Independent Woman Director)	NA(See Note-3 below)	Yes	

*Note-1: Mr. Praveen Sethia has resigned from Board of Directors and consequently from Committees of Board w.e.f. 30th January, 2018*

*Note-2: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8<sup>th</sup> August 2017.*

*Note-3: Mrs. Kumud Gupta became a member of Board of Directors and consequently from Committees of Board w.e.f. 09<sup>th</sup> February 2018*

All the members of the Committee have relevant experience in financial matters.



The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the quarterly financial results before submission to the Board;
- reviewing and examining 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;
- 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 commencement of audit, 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;
- reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
- 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;

The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

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 control assurance reports of all the major divisions of the Company. The Committee is governed by the Terms of Reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. 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 are duly approved and accepted by the Board.

The meetings of Audit Committee are also attended by 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 in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

**During the period under review Audit committee held five (5) times on the below mentioned dates:**

1) Friday, 26 <sup>th</sup> May, 2017	2) Friday, 11 <sup>th</sup> August, 2017
3) Saturday, 26 <sup>th</sup> August, 2017	4) Friday, 10 <sup>th</sup> November, 2017
5) Friday, 09 <sup>th</sup> February, 2018	

### 3.2. Nomination and Remuneration Committee (NRC)

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	Committee as on Date
Mr. Praveen Sethia (Non-Executive Independent Director)	Yes	NA (See Note-1 below)	The Committee comprises of three Director Member viz. - Mr. Rakesh Kumar Joshi - Mr. S.K. Goel - Mrs. Kumud Gupta
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	NA (See Note-2 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mr. S.K. Goel (Non-Executive Independent Director) As Chairperson of the Committee	No	Yes (See Note-3 Below)	
Mrs. Kumud Gupta (Non-Executive Independent Woman Director)	NA	Yes (See Note-4 Below)	

*Note-1: Mr. Praveen Sethia has resigned from Board of Directors and consequently from Committees of Board w.e.f. 30<sup>th</sup> January 2018*

*Note-2: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8<sup>th</sup> August 2017.*

*Note-3: Mr. S.K. Goel is made chairperson of the Committee w.e.f. 11<sup>th</sup> August 2017*

*Note-4: Mrs. Kumud Gupta became member of the Board of Directors and consequently from Committees of Board w.e.f. 10<sup>th</sup> November 2017.*

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, 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.

The role of Nomination and Remuneration Committee is as follows:

- 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 carry out evaluation of each Director's performance and performance of the Board as a whole;
- The Nomination and Remuneration Committee met two times during the Financial

year 2015-16 on the below mentioned dates:

**During the period under review NRC held Five (5) times on the below mentioned dates:**

1) Friday, 26 <sup>th</sup> May, 2017	2) Friday, 11 <sup>th</sup> August, 2017
3) Saturday, 26 <sup>th</sup> August, 2017	4) Friday, 10 <sup>th</sup> November, 2017
5) Friday, 09 <sup>th</sup> February, 2018	

### Remuneration of Directors

The Details of Sitting Fees, Commissions, Salary & Allowances and Perquisites paid to Executive Directors(EDs) and Non-Executive Directors (NEDs) and their relationships with each other for the Financial year ended March 31, 2018 are as follows:-

(Amount in Rs.)

Name of Directors	Designation	Relationship with Directors	Board Meeting Sitting fee (In Rs.)	Commission	Salary and allowances	Perquisites	Total
Mr. Sanjeev Goel	Managing Director	Spouse of Mrs. Ritika Goel	5000#	Nil	12999996	NIL	13004996
Mr. S.K Goel	Non-Executive Independent Director	None	95,000	Nil	Nil	Nil	95,000
Mr. Rakesh Kumar Joshi	Non-Executive Independent Director	None	90,000	Nil	Nil	Nil	90,000
Mr. Vishal Kumar Gupta (See Note-1)	Non-executive Nominee Director	None	NIL	Nil	Nil	Nil	NIL
Mr. Praveen Sethia(See Note-2)	Non-Executive Independent Director	None	15000	Nil	Nil	Nil	15000
Mrs. Ritika Goel (See Note-3)	Non-Executive Non-Independent Women Director	Spouse of Mr. Sanjeev Goel	NIL	Nil	Nil	Nil	NIL
Mrs. Kumud Gupta (See Note-4)	Non-Executive Independent Women Director	Mother in Law of Mr. Sanjeev Goel	40000	Nil	Nil	Nil	40000

Note-1: Mr. Vishal Kumar Gupta has resigned w.e.f. 8th August 2017.

Note-2: Mr. Praveen Sethia has resigned w.e.f. 30th January 2018

Note3: Mrs. Ritika Goel has resigned w.e.f.08th November, 2017

Note-4:Mrs. Kumud Gupta became member of the Board of w.e.f. 10th November 2017

#The amount of Sitting fees paid was Rs. 35,000 in the Financial Year 2017-18, but the amount of Rs. 30,000 was inadvertently treated as excess sitting fee and was adjusted as advance in the book on 5<sup>th</sup> March, 2018, hence the net sitting fees paid is Rs. 5,000. However, the balance sitting fee of FY 2017-18 amounting Rs. 30,000 was paid on 30<sup>th</sup> May, 2018.

### 3.3. Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship (SRC):

The Shareholders Investors Grievance Committee (SHIC) cum Stakeholders Share Transfer Committee (STC) cum Stakeholders Relationship (SRC) is formed in accordance with Section 178 of the Companies read with Regulation 20 SEBI LODR 2015.

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	As on date of this report
Mr. S.K. Goel (Non-Executive Independent Director) As Chairperson of the Committee	Yes	Yes	The Committee comprises of three Director Member viz. - Mr. Sanjeev Goel - Mr. Rakesh Kumar Joshi - Mr. S.K. Goel
Mr. Sanjeev Goel (Managing Director)	Yes	Yes	
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	NA (See Note-1 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	

*Note-1: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8th August 2017.*

This committee looks into redressal of shareholder complaints regarding transfer of shares, non-receipt of Balance Sheet and non-receipt of declared dividends, as well as those required under Act and the Listing Regulations.

#### However during the period under review SRC/SHIGC/STCM, 4 (four) Meetings held during the year:

1) Monday, 11 <sup>th</sup> September, 2017	2) Thursday, 23 <sup>rd</sup> November, 2017
3) Monday, 27 <sup>th</sup> November, 2017	4) Wednesday, 24 <sup>th</sup> January, 2018

#### Details of Shareholders' / Investors' Complaints

Mr. Puneet Sehgal, Company Secretary, is the Compliance Officer for resolution of Shareholders' / Investors' complaints. During the financial year ended 31st March, 2018, complaints received from the shareholders as follows, in terms of report received from Company's Registrar and Share Transfer Agent viz. Beetal Financial and Computer Services Private Limited:

Particular	Complaint Received	Complaint Redressed
Non –Receipt of Dividend	NIL	NIL
Non-Receipt of Shares lodged for Transfer	NIL	NIL
Non-Receipt of Shares lodged for Duplicate Share	NIL	NIL
Others (e.g. non-receipt of Annual Report)	NIL	NIL

### 3.4. Corporate Social Responsibility Committee (CSR)

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	As on date of this report
Mr. Sanjeev Goel (Managing Director) As Chairperson of the Committee	Yes	Yes	The Committee comprises of three Director Member viz. - Mr. Sanjeev Goel - Mr. S.K. Goel - Mrs. Kumud Gupta
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes (See Note-1 below)	NA	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes (See Note-2 below)	NA	
Mrs. Ritika Goel (Non-Executive Independent Director)	Yes	NA (See Note-3 below)	

Mr. S.K. Goel (Non-Executive Independent Director)	NO (See Note-4 below)	Yes
Mrs. Kumud Gupta (Non-Executive Independent Woman Director)	NA	Yes (See Note-5 below)

*Note-1: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8th August 2017.*

*Note-2: Mr. Rakesh Kumar Joshi ceases to be member w.e.f. 11th August 2017.*

*Note-3: Mrs. Ritika Goel has resigned from Board of Directors and consequently from Committees of Board w.e.f. 08th November, 2017*

*Note-4: Mr. S.K. Goel is made member w.e.f. 11th August 2017*

*Note-5: Mrs. Kumud Gupta was appointed as a director in the Board of Directors w.e.f. 10th November, 2017 and consequently in Committees of Board w.e.f. 09th February, 2018.*

The role of Corporate Social Responsibility Committee is as follows:

- formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- recommending the amount of expenditure to be incurred on CSR activities of the Company;
- reviewing the performance of Company in the area of CSR;
- providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- monitoring CSR Policy of the Company from time to time;
- monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.

**During the financial year ended 31st March, 2018, the CSR met two (2) times on the below mentioned dates:**

1) Friday, 26th May, 2017

2) Friday, 10th November, 2017

### 3.5. Risk Management Committee

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	As on date of this report
Mr. Sanjeev Goel (Managing Director) As Chairperson of the Committee	Yes	Yes	The Committee comprises of three Director Member viz.  - Mr. Sanjeev Goel - Mr. S.K. Goel - Mr. Rakesh Kumar Joshi
Mr. Praveen Sethia (Non-Executive Independent Director)	Yes	NA (See Note-1)	
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	NA (See Note-2)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mr. S.K. Goel (Non-Executive Independent Director)	Yes	Yes	

*Note-1: Mr. Praveen Sethia ceases to be member w.e.f. 30<sup>th</sup> January 2018.*

*Note-2: Mr. Vishal Kumar Gupta ceases to be member w.e.f. 8<sup>th</sup> August 2017.*

Now the RMC as on date of this director's report comprises of Mr. Sanjeev Goel (Managing Director) as Chairperson of the Committee and Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)

and Mr. S.K. Goel (Non-Executive Independent Director).

Mr. Puneet Sehgal is acting as Secretary to the meeting.

The role of Risk Management Committee is to:

- Oversee the implementation of Risk Management Systems and Framework;
- Review the Company's financial and risk management policies;

- Assess risk and procedures to minimize the same;
- Frame, implementing and monitoring the risk management plan for the Company.

**During the financial year ended 31st March, 2018, the Risk Management Committee met one (1) time on the below mentioned date for reviewing the Company level risks and mitigation plans and actions.**

1) Friday, 09th February, 2018

### 3.6. Asset Liability Management Committee (ALCO):

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 31 <sup>st</sup> March 2018	As on date of this report
Mr. Sanjeev Goel (Managing Director) As Chairperson of the Committee	Yes	Yes	The Committee comprises of three Director Member viz. - Mr. Sanjeev Goel - Mr. S.K. Goel - Mrs. Kumud Gupta
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	No(See Note-1)	
S.K. Goel (Non-Executive Independent Director)	Yes	Yes	
Ms. Kumud Gupta (Non-Executive Independent Woman Director)	NA(See Note-2)	Yes	

*Note-1: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8<sup>th</sup> August 2017.*

*Note-2: Mrs. Kumud Gupta was appointed as a director in the Board of Directors w.e.f. 10th November, 2017 and consequently in Committees of Board w.e.f. 09th February, 2018.*

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, 2018, the ALCO met two (2) times on the below mentioned dates:**

1) Wednesday, 25th October, 2017

2) Tuesday, 06th February, 2018

### 3.7. Operations Review Committee (ORC) (Dissolved by Board of Directors on 11<sup>th</sup> August, 2017)

Composition of Committee	As on 1 <sup>st</sup> April 2017	As on 11 <sup>th</sup> August, 2017	As on date of this report
Mr. Sanjeev Goel (Managing Director) As Chairperson of the Committee	Yes	NA	The Committee as on date has been dissolved
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes(See Note-1 below)	NA	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	NA	

*Note-1: Mr. Vishal Kumar Gupta has resigned from Board of Directors and consequently from Committees of Board w.e.f. 8<sup>th</sup> August 2017.*

**In between 1st April, 2017 to 11th August, 2017, the ORC met One (1) time on the below mentioned date:**

1) Friday, 26th May, 2017

### **3.8. BTA Implementation Committee (Dissolved by Board of Directors on 10<sup>th</sup> November, 2017)**

The BTA Implementation Committee was constituted in the Board Meeting held on 26<sup>th</sup> May, 2017 for the purpose of overseeing the proposed transfer of the Business and implementation of BTA Agreement between the Essel Finance Business Loans Limited (EFBL) and Intec Capital Limited (ICL), which was being dissolved by the Board of Directors in the Meeting held on 10<sup>th</sup> November, 2017.

The Committee comprises of Mr. Sanjeev Goel as the Chairman of the Committee, Mr. Vishal Kumar Gupta and Mr. S.K.Goel. Mr. Puneet Sehgal, Chief Manager Compliance and Company Secretary shall act as Company Secretary to the Committee.

**In between 1st April, 2017 to 10th November, 2017, the BTA Implementation Committee met time on the below mentioned date:**

Nil meeting during the year under review i.e., Financial Year ended 31st March, 2018

### **4. Subsidiary Company Monitoring Framework**

The Company has only one Subsidiary Company viz. Amulet Technologies Limited and is 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 are reviewed on annual basis 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. General Body Meetings**

- a) Details of location and time of holding the last three AGM:

Financial Year	Venue	Date	Time	Special Resolution passed
2016-2017	B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019	27 <sup>th</sup> September, 2017	11.15 A.M	Yes
2015-2016	B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019	24 <sup>th</sup> September, 2016	11.15 A.M	Yes
2014-2015	B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019	24 <sup>th</sup> September, 2015	11.00 A.M	Yes

(b) Details of Special Resolutions passed in previous three Annual General Meetings:

Date of AGM	Number of Special Resolution passed	Details of special resolution passed
27th September, 2017	Yes One (1) resolution was passed as special resolution	To consider and approve the change in terms of appointment of Managing Director to made him liable to retire by rotation and being eligible offer themselves for re-appointment and tenure of Managing Director for five (5) years shall be subject to him getting re-appointed and such re-appointment shall not tantamount to break in the tenure of his appointment as Managing Director, pursuant to section 152 by changing the terms of appointment of Managing Director

24th September, 2016	Yes, Three (3) resolutions were passed as special resolution	(1) Ratification of excess remuneration already paid to Mr. Sanjeev Goel, Managing Director during the Financial Year 2015-16 (2) Approval for the remuneration to be paid to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e., FY 2016-17, FY 2017-18 and FY 2018-19. (3) Approval for placing of Register of Members and Index of Members at a place other than the Registered Office of the Company.
24th September, 2015	No	–

(c) Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) in the last three years-**Nil**

(d) Postal Ballot

During the year, no resolution was passed through Postal Ballot.

#### Procedure adopted for Postal Ballot:

- (i) The Board at its meeting approves the items to be passed through postal ballot and authorizes one of the functional Directors and the Company Secretary to be responsible for the entire process of postal ballot.
- (ii) A professional such as a Chartered Accountant/ Company Secretary, who is not in employment 115 of the Company, is appointed as the Scrutinizer for the poll process.
- (iii) Notice of postal ballot along with the ballot papers are sent to the shareholders along with a self-addressed envelope addressed to the Scrutinizer. E-voting facility is also offered to eligible shareholders to enable them to cast their votes electronically.
- (iv) An advertisement is published in a National newspaper and a vernacular newspaper about the dispatch of ballot papers and notice of postal ballot.
- (v) The duly completed postal ballot papers are received by the Scrutinizer.
- (vi) Scrutinizer gives his report to the Chairman.
- (vii) The Chairman announces the results of the postal ballot in a meeting convened for the same.

(viii) Results are intimated to the Stock Exchange and are put up on the Notice Board of the Company as well as on the Company's Website.

#### 6. Means of Communication

All vital information relating to the Company and its performance, including quarterly results, are posted on the website of the Company. The Company's web-site address is [www.inteccapital.com](http://www.inteccapital.com). The quarterly and annual results of the Company's performance are published in leading English dailies like The financial Express, Business Standard etc. and regional language i.e in Hindi in haribhoomi , Jansatta, the Business standard etc. The quarterly results of the Company are also available on the websites of BSE Ltd. viz .[www.bseindia.com](http://www.bseindia.com), respectively.

The Company files electronically the quarterly results, Corporate Governance report, Share holding

pattern, etc in the BSE Listing Centre .

#### 7. General Shareholder Information

##### a) Annual General Meeting:

Date: Tuesday, 25<sup>th</sup> September, 2018

Time: 11:15 am

Venue: B.C. Pal Auditorium, C.R. Park

##### b) Financial Year:

Financial year: April 1, 2017 to March 31, 2018

For the Year Ended March 31, 2018, results announced on:

Sl.	Dates	Financial Results
1	Friday , 11 <sup>th</sup> August 2017	Unaudited Financial Results (Standalone only) for First quarter ended on 30 <sup>th</sup> June, 2017
2	Friday, 10 <sup>th</sup> November 2017	Unaudited Financial Results for Second Quarter/Half year (Standalone only) ended on 30 <sup>th</sup> September 2017
3	Friday 09 <sup>th</sup> February 2018	Unaudited Financial Results(Standalone only) for Third quarter/ Nine Months ended on 31 <sup>st</sup> December 2017
4	Thursday 24 <sup>th</sup> May 2018	Annual Audited Financial Results (Standalone & Consolidated) for FY ended on 31 <sup>st</sup> March 2018

**(c) Listing information:**

The Company's equity shares are listed on the following Stock Exchanges:

Name of Stock Exchange and address	Stock Code
BSE Limited (BSE), Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	526871

The Company has paid the requisite Annual Listing Fees to the BSE Stock Exchange for the financial year 2017-18. The Securities have not been suspended from trading.

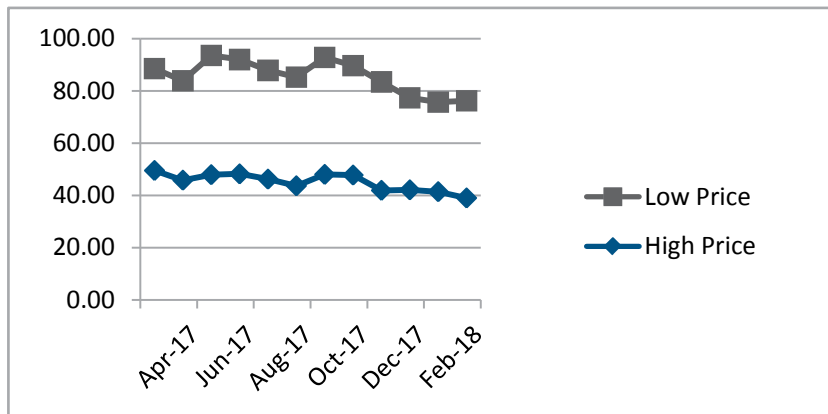
The ISIN Number of the Company for listed fully paid Equity Shares is INE017E01018.

**d) Market Information:**

Market Price Data: High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at BSE are given below:

Stock Exchange – BSE Intec Capital Limited Scrip Code - 526871				
Month	High Price	Low Price	Close Price	No. of Shares
Apr-17	49.50	39.00	40.90	2,726
May-17	45.80	38.05	43.55	4,709
Jun-17	47.90	45.60	47.80	8,765
Jul-17	48.20	43.75	44.00	1,373
Aug-17	46.20	41.60	41.60	297
Sep-17	43.65	41.60	43.65	63
Oct-17	48.00	44.80	47.85	441
Nov-17	47.75	41.85	41.90	1,933
Dec-17	41.90	41.50	41.50	2,116
Jan-18	42.10	35.20	36.00	19,333
Feb-18	41.40	34.30	36.70	16,688
Mar-18	39.00	37.20	37.20	36

**Chart A – The Company’s share performance compared to the BSE Sensex for FY 2017-2018**



**e) Registrar and Share Transfer Agents:**

Beetal Financial and Computer Services Private Limited  
 Beetal House, 3<sup>rd</sup> Floor, 99 Mandangir, Khanpur  
 Behind Baba Harsukhdas Mandir  
 Tel No.011-29961281-283; Fax 011-29961284  
 Email: beetalrta@gmail.com  
 Investor correspondence should be addressed to them.

**f) Share Transfer system:**

Share transfers and related operations for the Company are conducted by Beetal Financial and Computer Services Private Limited, which is registered with the SEBI as a Category 1 Registrar. Share transfer is normally done within the maximum period of 15 days from the date of receipt, if all the required documentation is submitted.

The Company has existing committee viz. “Share Transfer Committee (STC) cum Shareholders Investors Grievance Committee (SHIGC) Cum Stakeholders Relationship Committee (SRC)” which deals with approval of transfer, transmission of shares and minutes of the meeting of transactions are placed before the Board.

**g) Distribution of shareholding:**

Table I & II below gives the distribution pattern of shareholding of the Company by size and ownership respectively as on March 31, 2018.

**Table I: Distribution of shareholding by size as on March 31, 2018:**

Share Holding Of Nominal Value of Rs 10	No. of Shareholders	% of Total	No of Shares	Amount in Rs.	% of Total
UP TO 5000	901	83.11	142794	1427940.00	0.7775
5001 TO 10000	89	8.21	65057	650570.00	0.3542
10001 TO 20000	52	4.79	72211	722110.00	0.3932
20001 TO 30000	6	0.55	14273	142730.00	0.0777
30001 TO 40000	5	0.46	17273	172730.00	0.0940
40001 TO 50000	7	0.64	32966	329660.00	0.1795
50001 TO 100000	6	0.55	45282	452820.00	0.2466
100001 AND ABOVE	18	1.66	17976394	179763940.00	97.8773

**Table II: Distribution of shareholding by ownership as on March 31, 2018:**

Category	No. of shares held	Percentage of shareholding (%)
<b>PROMOTER'S HOLDING</b>		
Promoters		
-Indian Promoters	10064522	54.8
Foreign Promoters	3646142	19.85
Persons acting in Concert	-	
<b>Sub-Total</b>	<b>13710664</b>	<b>74.64</b>
<b>NON-PROMOTER'S HOLDING</b>		
Institutional Investors	-	-
Mutual Funds & UTI	-	-
Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non- Government Institutions)	-	-
Foreign Institutional Investors	-	-
<b>Sub-Total</b>	<b>-</b>	<b>-</b>
Others	-	-
Private Corporate Bodies	4146750	22.60
Indian Public	407335	2.22
NRIs/OCBs	998	0.0054
Any other (please specify)	100503	0.53
<b>Sub-Total</b>	<b>4655586</b>	<b>25.36</b>
<b>Total</b>	<b>18366250</b>	<b>100</b>

**h) Dematerialization of shares and liquidity:**

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

As on March 31, 2018, the Company's total paid-up Capital representing number of shares is in dematerialized form and in physical form is mentioned below.

S.No.	Category	Number of equity shares	%age of the Company's total paid-up share Capital
1	Demat	18219414	99.20
2	Physical	146836	0.80
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.

**i) Outstanding GDRs/ADRs/Warrants/Convertible instruments and their impact on equity**

The Company does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

**j) Plant locations – N.A.**

**k) 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,

E-mail: complianceofficer@inteccapital.com

**Other Disclosures:**

**a) Materially significant related party transactions that may have potential conflict of interests of Company at large.**

During the year 2016-17, there were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The Policy on related party transactions and policy for determining material subsidiaries is available on [www.inteccapital.com](http://www.inteccapital.com). Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Financial Statements, forming part of the Annual Report.

**b) Details of Non-compliance**

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

**c) 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, fraud, violation of Company's Code of Conduct,. The

Company has a Vigil mechanism and Whistle blower policy under which the employees and others are free to report violations of applicable laws and regulations and the Code of Conduct.

The reportable matters to be disclosed to those officials as per policy of the company uploaded in the company website. The policy also permits Employees to report of complaints directly to Chairman of the Audit Committee and during the year under review, no employee was denied access to the Audit Committee.

**d) Policy to Prevent Sexual Harassment at the work place**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Intec group. There was no case reported during the year under review under the said Policy.

**e) Details of compliance with mandatory requirement**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of listing regulations. The Company has submitted quarterly compliance report on Corporate Governance with Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

Corporate Governance Report for the whole of financial year is given in table below:

**I. Disclosure on website in terms of Listing Regulations:**

Item	Compliance status (Yes / No / NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes

Item	Compliance status (Yes / No / NA)
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Not Applicable
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

## II. Annual Affirmations:

S.No.	Particulars	Regulation Number	Compliance status (Yes / No / NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Review of Compliance Reports	17(3)	Yes
5.	Plans for orderly succession for appointments	17(4)	Yes
6.	Code of Conduct	17(5)	Yes
7.	Fees/compensation	17(6)	Yes
8.	Minimum Information	17(7)	Yes
9.	Compliance Certificate	17(8)	Yes
10.	Risk Assessment & Management	17(9)	Yes
11.	Performance Evaluation of Independent Directors	17(10)	Yes
12.	Composition of Audit Committee	18(1)	Yes
13.	Meeting of Audit Committee	18(2)	Yes
14.	Composition of nomination & remuneration committee	19(1) & 19(2)	Yes
15.	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16.	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17.	Vigil Mechanism	22	Yes
18.	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20.	Approval for material related party transactions	23(4)	NA
21.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

S.No.	Particulars	Regulation Number	Compliance status (Yes / No / NA)
22.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23.	Maximum Directorship & Tenure	25(1) & (2)	Yes
24.	Meeting of independent directors	25(3) & (4)	Yes
25.	Familiarization of independent directors	25(7)	Yes
26.	Memberships in Committees	26(1)	Yes
27.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28.	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
29.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

#### f) Discretionary Disclosures:

The status of compliance with non-mandatory recommendations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **Shareholders' Rights:** As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.
- **Audit Qualifications:** The Company's financial statements for the financial year 2016-17 do not contain any audit qualification.
- **Separate posts of Chairman and CEO:** The positions of the Chairman and the CEO in the Companies are separate.
- **Reporting of Internal Auditor:** The Internal Auditors of the Company make presentation to the Audit Committee on their reports.

#### Declaration by Managing Director

The declaration by the Managing Director stating that all the Board Members and senior management personnel have affirmed their compliance with the laid down code of conduct for the year ended March 31, 2018, is annexed to the Corporate Governance Report.

#### Certificate on Corporate Governance

As stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India, Certificate from the Practicing Company secretary, Krishna Kumar Sharma & Co. Company Secretaries, confirming compliance with conditions of Corporate Governance is annexed to the Board's 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 21<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (NSDL).

Pursuant to SEBI LODR, 2015, 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 the compliance of conditions of Corporate Governance by Intec Capital Limited (the Company), having CIN L74899DL1994PLC057410, for the year ended 31<sup>st</sup> March 2018, as stipulated as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company. The management has confirmed that there is no unlisted material subsidiary company of the company incorporated in India.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency of effectiveness with which the management has conducted the affairs of the company.

**For Krishna Kumar Sharma & Co**

Company Secretaries

**(CS Krishna Kumar Sharma)**

Proprietor

CP No.: 7747

**Place: New Delhi**

**Date: 20<sup>th</sup> August 2018**

**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 (<http://inteccapital.com/investors/policies-codes/code-of-conduct/>)

Further certified that the Members of the Board of Directors and Senior Management have affirmed having complied with the Codes applicable to them during the year ended 31st March, 2018.

Date : 28<sup>th</sup> August 2018  
Place : New Delhi

For Intec Capital Limited  
Sanjeev Goel  
Managing Director  
DIN: 00028702



## Annexure – 5:

# Managing Director Certification

To  
The Board of Directors of Intec Capital Limited  
701-704, Manjusha Building  
57, Nehru Place  
New Delhi: 110019

Subject: Managing Director Certificate under Regulation 33(2)(a) of SEBI (LODR) Regulation 2015 for the Financial Year ended 31<sup>st</sup> March, 2018

I, Mr. Sanjeev Goel, Managing Director of Intec Capital Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Annual Audited Financial Results of the company;
  - 1.1. These Annual Audited Financial Results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 1.2. These Annual Audited Financial Results together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are no transactions entered into by the Company during the financial year ended 31st March, 2018 that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's Auditor Report for financial year ended 31st March 2018 and the Company's Audit Committee of the Board of Directors.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the quarter subject to change in the same and that the same have been disclosed in the notes to the financial statements; and
  - (iii) that there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the

Company's internal control *system over Financial Reporting*.

5. I affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

For Intec Capital Limited

Date : 24<sup>th</sup> May 2018

Place : New Delhi

**Sanjeev Goel**

Managing Director

DIN: 00028702



## 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 proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) **Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

#### Part “A”: Subsidiaries

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

1. Sl. No.
2. Name of the subsidiary - 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 – Rs. 25, 00,000.00
6. Reserves & surplus – Rs. (126, 71,254.72)
7. Total assets – Rs. 12, 62, 32,755.29
8. Total Liabilities – Rs. 12, 62, 32,755.29
9. Investments - Nil
10. Turnover - Nil
11. Profit before taxation –Rs. (14, 66, 942.79)
12. Provision for taxation - Nil
13. Profit after taxation – Rs. (14, 66, 942.79)
14. Proposed Dividend - Nil
15. % of shareholding - 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 Shareholding 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
i. 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	<b>L74899DL1994PLC057410</b>
ii.	Registration Date	15 <sup>th</sup> 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 Financial Services	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	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				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	644464	-	644464	3.5090	644464	-	644464	3.5090	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp	7135702	-	7135702	38.8523	7135702	-	7135702	38.8523	-
e) Banks / FI									
f) Any Other Trust	2284356	-	2284356	12.4378	2284356	-	2284356	12.4378	-
<b>Sub-total(A)(1):-</b>	<b>10064522</b>		<b>10064522</b>	<b>54.799</b>	<b>10064522</b>		<b>10064522</b>	<b>54.799</b>	<b>-</b>
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.	3646142	-	3646142	19.85	3646142	-	3646142	19.85	-
j) Banks / FI									
k) Any Other....									
<b>Sub-total(A)(2):-</b>	<b>3646142</b>	<b>-</b>	<b>3646142</b>	<b>19.85</b>	<b>3646142</b>	<b>-</b>	<b>3646142</b>	<b>19.85</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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)									
<b>Sub-total(B)(1)</b>									
<b>2. Non Institutions</b>									
a) Bodies Corp.	4144050	2700	4146750	22.5781	4144050	2700	4146750	22.5781	
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	228198	145237	373435	2.0333	228198	145237	373435	2.0333	-

(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	33900		33900	0.1846	33900		33900	0.1846	
c) Others(Trusts)	-	36	36	0.0002	-	36	36	0.0002	-
d) Other - N R I - REPATARIABLE	998	-	998	0.0054	998	-	998	0.0054	-
e) Other - Individual HUF	17813	352	18165	0.0989	17813	352	18165	0.0989	-
f) Other - IEPF AUTHORITY	82302	-	82302	0.4481	82302	-	82302	0.4481	-
<b>Sub-total(B)(2)</b>	<b>4507261</b>	<b>148325</b>	<b>4655586</b>	<b>25.3486</b>	<b>4507261</b>	<b>148325</b>	<b>4655586</b>	<b>25.3486</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4507261</b>	<b>148325</b>	<b>4655586</b>	<b>25.3486</b>	<b>4507261</b>	<b>148325</b>	<b>4655586</b>	<b>25.3486</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>18217925</b>	<b>148325</b>	<b>18366250</b>	<b>100.00</b>		<b>148325</b>	<b>18366250</b>	<b>100.00</b>	

## 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	644464	3.509		644464	3.509		
2.	Intec Infonet Private Limited	65400	0.3561		65400	0.3561		
3.	Intec Worldwide Private Limited	519267	2.8273		519267	2.8273		
	India Business Excellence Fund-II	2284356	12.4378		2284356	12.4378		
	India Business Excellence Fund-IIA	3646142	19.8524		3646142	19.8524		
	Pantec Devices Private Limited	4497264	24.4866		4497264	24.4866		
	Pantec Consultants Private Limited	1453771	7.9154		1453771	7.9154		
	Escrow Account-India Business Excellence Fund-II	600000	3.2669	3.2669	600000	3.2669	3.2669	
	<b>Total</b>	<b>13710664</b>	<b>74.65</b>	<b>3.81</b>	<b>13710664</b>	<b>74.65</b>	<b>3.81</b>	

### 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. Indebtness

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

(Amount in Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	34,174.78	167.68	-	34,342.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	83.53	161.04	-	244.56
<b>Total (I + ii + iii)</b>	<b>34,258.31</b>	<b>328.72</b>	<b>-</b>	<b>34,587.02</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	13,962.20	163.35	-	14,125.55
<b>Net Change</b>	<b>(13,962.20)</b>	<b>(163.35)</b>	<b>-</b>	<b>(14,125.55)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	20,212.58	4.33	-	20,216.91
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	18.78	-	-	18.78
<b>Total (I + ii + iii)</b>	<b>20,231.35</b>	<b>4.33</b>	<b>-</b>	<b>20,235.68</b>

### Vi. Remuneration of Directors and Key Managerial Personnel

(Amount in Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Sanjeev Goel	
1.	Gross salary	130.00	130.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(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, (Director Sitting Fee)	0.5*	0.5*
6.	Total(A)	<b>130.5</b>	<b>130.5</b>

Notes: The amount of Sitting fees paid was Rs. 35,000 in the Financial Year 2017-18, but the amount of Rs. 30,000 was inadvertently treated as excess sitting fee and was adjusted as advance in the book on 5<sup>th</sup> March, 2018, hence the net sitting fees paid is Rs. 5,000. However, the balance sitting fee of FY 2017-18 amounting Rs. 30,000 was paid on 30<sup>th</sup> May, 2018.

### B. Remuneration to other directors:

(Amount in Lakhs)

Sl. No.	Particulars of Remuneration	Name of other Directors				Total Amount
		Mr. Praveen Sethia	Mr. Rakesh Kumar Joshi	Mr. S K Goel	Ms. Kumud Gupta	
	Independent Directors					
	• Fee for attending board committee meetings	0.15	0.90	0.95	0.40	2.40
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total(1)</b>	<b>0.15</b>	<b>0.90</b>	<b>0.95</b>	<b>0.40</b>	<b>2.40</b>
	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total(B)=(1+2)</b>	<b>0.15</b>	<b>0.90</b>	<b>0.95</b>	<b>0.40</b>	<b>2.40</b>
	Total Managerial Remuneration					<b>132.45</b>
	Overall Ceiling as per the Act					

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

(Amount in Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		12.41	24.82	37.22
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Not Applicable	-	-	-
	(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		2.11	3.20	5.31
6.	<b>Total</b>		<b>14.52</b>	<b>28.01</b>	<b>42.53</b>

#### CI. Penalties/Punishment/Compounding of offences:

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

# 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]

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	<p>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 .</p> <p>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.</p> <p>In order to achieve its goal, the company will undertake and support the under privileged children in following manner:</p> <p>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.</p>														
2.	A reference to the web-link to the CSR policy and project or programs.	www.inteccapital.com														
3.	The Composition of the CSR Committee.	Mr. Sanjeev Goel - Managing Director Mr. S.K. Goel - Non-Executive Independent Director Mrs. Kumud Gupta - Non-Executive Independent Woman Director														
4.	Average net profit of the Company for last three financial years.	<p>&lt;&lt;&gt;&gt;</p> <p>Statement Showing Average Net profit, CSR Expenditure required to be incurred in the Financial Year 2017-2018</p> <p style="text-align: right;"><i>(Amount in Rs. Lakhs)</i></p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Net Profit bef. Tax in compliance with section 198 and 135 of CA, 2013 (Rs. in lacs)</th> <th>Average Net Profit</th> <th>Contribution in which FY</th> <th>2% CSR required spending</th> </tr> </thead> <tbody> <tr> <td>2014-2015</td> <td>1,014.69</td> <td rowspan="3">744.12</td> <td rowspan="3">FY 2017-2018</td> <td rowspan="3">14.88</td> </tr> <tr> <td>2015-2016</td> <td>1,070.21</td> </tr> <tr> <td>2016-2017</td> <td>147.47</td> </tr> </tbody> </table> <p>Note: 1- Net Profit shall mean net profit before tax as per books of accounts and shall not include profits arising from branches outside India.</p> <p>&lt;&lt;&gt;&gt;</p> <p>Average Net Profit for last three previous years is ( Rs. 744.12 Lacs)</p>	Financial Year	Net Profit bef. Tax in compliance with section 198 and 135 of CA, 2013 (Rs. in lacs)	Average Net Profit	Contribution in which FY	2% CSR required spending	2014-2015	1,014.69	744.12	FY 2017-2018	14.88	2015-2016	1,070.21	2016-2017	147.47
Financial Year	Net Profit bef. Tax in compliance with section 198 and 135 of CA, 2013 (Rs. in lacs)	Average Net Profit	Contribution in which FY	2% CSR required spending												
2014-2015	1,014.69	744.12	FY 2017-2018	14.88												
2015-2016	1,070.21															
2016-2017	147.47															

5.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs.14.88 Lacs
----	--	---------------

6.	Details of CSR spent during the financial year:	
a)	Total amount to be spent for the financial year	Rs.2.50 Lacs
b)	Amount unspent, if any;	Rs.12.38 Lacs <i>(Note: Amount unspent shall not be carried forward as resolved by the Board of Directors in its meeting held on 10<sup>th</sup> November 2017)</i>

c) Manner in which the amount spent during the financial year is detailed below

1	2	3	4	5	6	7
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 spent on the project/ programme Subheads: 1. Direct expenditure on project, 2. Over-heads:	Cumulative Spend upto to the reporting period.	Amount spent: Direct/ through implementing agency*
1.	Shikhar	<ul style="list-style-type: none"> <li>Girls Education</li> <li>Events</li> <li>Child Welfare</li> <li>Eye Check up</li> </ul>	Okhla	2,50,000		
<b>Total</b>				<b>2,50,000</b>		

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. Sanjeev Goel,  
Managing Director Chairman CSR Committee

Mr. S.K. Goel  
Non-Executive Independent Director

**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** 28<sup>th</sup> August 2018

**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)
Sl.	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	M/s Infrastructure Advisors Private Limited in which Mr. Praveen Sethia; Acting as Non Executive Independent Director is Interested	Reimbursement of business related expenses	1st April, 2017-31st Jan, 2018	Reimbursement of business related expenses	26th May 2017	1.17 Lacs
2	Infrastructure IT Solution Pvt. Ltd. in which Mr. Praveen Sethia; Acting as Non Executive Independent Director is interested	Provides advisory and other allied services to business development, procurement, consultancy services relating to strategic issues etc.	1st April, 2017-31st Jan, 2018	Providing advisory and other allied services to business development, procurement, consultancy services relating to strategic issues etc	26th May 2017	14.16 Lacs
3	Intec Infonet Pvt. Ltd	Consumables and Maintenance -charges/ Purchase of Assets/other purchase	1st April, 2017-31st March, 2018	Consumables and Maintenance -charges/ Purchase of Assets/other purchase	26th May 2017	0.64 Lacs
4	Amulet Technologies Ltd	Loan Transactions	1st April, 2017-31st March, 2018	Interest and Loan Transactions	26th May 2017	1.71 Lacs
5	Mr. Sudhindra Sharma	Salary and other Remuneration	1st April, 2017-31st March, 2018	Salary and Remuneration	26th May 2017	As per the terms of the engagement
6	Mr. Puhup Srivastav	Salary and other Remuneration	1st April, 2017-31st March, 2018	Salary and Remuneration	26th May 2017	As per the terms of the engagement
7	Mr. Puneet Sehgal	Salary and other Remuneration	1st April, 2017-31st March, 2018	Salary and Remuneration	26th May 2017	As per the terms of the engagement
8	Mr. Pranav Goel	Salary and other Remuneration	1st April, 2017-31st March, 2018	Salary and Remuneration	26th May 2017	As per the terms of the engagement
9	Sanjeev Goel		1st April, 2017-31st March, 2018	Salary and other Remuneration	26th May 2017	242.97 (See Note 1)
10	-Pantec Devices Private Limited	<b>Interest on loans</b>	1st April, 2017-31st March, 2018	Interest and Loan Transactions	26th May 2017	2.25 Lacs

Note – 1: Includes amount of Rs. 112.97 lakhs of earlier year 2016-17, charged to the Statement of Profit and Loss during the current year based on the approval of the Ministry of Corporate Affairs, Government of India.

## Secretarial Audit Report

### Form MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2018

[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  
701, Manjusha Building,  
57, Nehru Place, New Delhi- 110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Intec Capital Limited** (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided us a reasonable 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 letter provided to us by the Company and legal opinion taken, its officers, agents 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, 2018 complied with the statutory provisions listed hereunder 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 hereinafter:

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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and circular and notification issued by MCA from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign 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, 2015;
  - (c) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 - **Not Applicable during the financial year under review;**
  - (d) The Securities and Exchange Board of India (Issue of capital and disclosure

requirements) Regulations, 2009; **Not Applicable during the financial year under review as the company has not issued further capital;**

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009 – **Not Applicable as the Company has not delist its equity shares during the financial year under review;**

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the financial year under review; as the Company has not issued any debt securities;**

(g) 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; **Not Applicable during the financial year under review; as the company is not registered as Registrar to issue and Share Transfer Agent;**

(h) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 -**Not Applicable during the financial year under review;**

(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 along with the master circular and directions issued by Reserve Bank of India ('RBI') for the Non-Banking Financial (Non- Deposit Accepting or Holing) Companies from time to time,

(k) Income Tax Act, 1961.

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

(i) The Listing Agreements entered into by the Company with Bombay Stock Exchange for Equity Shares (ISIN- INE017E01018) and Listed Non-Convertible Debentures (ISIN- INE017E07031 and scrip code-951360),

(ii) Secretarial Standards (SS-1 and SS-2 and its revised version) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with all the above-mentioned applicable laws, provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., however, in very few instances, there was some delay in filing of forms and returns with concern authorities.

We further report that:-

(i) 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.

(ii) Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

(iii) 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.

We further report that during the audit period, the company had redeemed its Listed (ISIN-INE017E07031 and scrip code-951360) 200 12.5% Secured Redeemable Non-Convertible Debentures, Series-1, redemption date- 04.12.2017, aggregating to Rs. 50,00,00,000/- (Rs Fifty Crore Only).

For Sudhanshu Singhal & Associates

Company Secretaries

Place: New Delhi

Date: 20.08.2018

Sudhanshu Singhal

Prop

M. No. FCS No. 7819

CP No.: 8762

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

Our Secretarial Audit report, for the f.y. 2017-18, 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 including addendum 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  
Place: New Delhi  
Date: 20.08.2018  
Sudhanshu Singhal  
Prop  
M. No. FCS No. 7819  
CP No.: 8762



## Annexure – 11:

# Nomination and Remuneration Policy and Selection Criteria & due diligence of Directors, Key Managerial Personnel and Senior Management of Intec Capital Limited

## 1. Preamble

- 1.1. This Nomination and Remuneration Policy is being formulated in terms of section 178 (1) of the Companies Act, 2013, read with regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as “SEBI LODR 2015”) as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.
- 1.2. This policy shall act as guidelines on matters relating to the remuneration, sittings fees, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management.

## 2. The Constitution and Terms of reference of NRC Committee

- 2.1. The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with Bosch policies and applicable statutory requirements.

## 3. Key Role of NRC

- 3.1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 3.2. To formulate the criteria to carry out evaluation of every director’s performance and recommend to the board his /her appointment and removal based on the performance.
- 3.3. To formulate the criteria identifies persons who may be appointed in senior management in accordance with the criteria laid down.
- 3.4. To guide the Board in relation to the appointment and changes in Directors, Key Managerial Personnel and Senior Management including appointment of KMP and Senior Management positions;
- 3.5. To evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation;
- 3.6. To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- 3.7. To develop a succession plan for the Board;
- 3.8. To recommend on Diversity of the Board
- 3.9. To determine remuneration based on Company’s financial position, trends and practices on remuneration prevailing in the industry;

- 3.10. To do such role as prescribed by the Companies Act, 2013 and SEBI LODR, 2015 as amended from time to time.
4. Policy Guidelines and selection criteria and other positive attributes for appointment, re-appointment selection of Board Members in compliance with provision of the Companies Act, 2013 and SEBI LODR, 2015, Listing Agreement and also regulatory framework prescribed by Reserve Bank of India.
  - 4.1. For appointment of any director or director seeking reappointment, his / her updated profile shall be submitted to members of the Nomination and Remuneration Committee (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.
  - 4.2. 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.
  - 4.3. 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.
    - 4.3.1. To see existing Director Director's Contribution in the Board Meetings and Committee Meetings and General Body Meetings.
    - 4.3.2. To see the existing director performance in regularly attending the attending the Board Meetings and Committee Meetings etc.
    - 4.3.3. To see the proposed Director brings fresh perspective to help the Company adopt suitable approach and direction for the future.
    - 4.3.4. To see the existing / proposed Director are not convicted by any court, authority etc.
    - 4.3.5. To see the existing / proposed director enjoys a good reputation in the industry.
    - 4.3.6. To see the existing / proposed director shall not be lunatic or of unsound mind or declared insolvent.
    - 4.3.7. To ensure that the Age criteria of all directors shall be as per applicable guidelines of Reserve Bank of India (RBI) or as prescribed by the Companies Act, 2013 from time to time or as prescribed by SEBI Laws, or as prescribed by any other regulator / authority / law if any, as applicable.
    - 4.3.8. To examine that existing / proposed Director has willingness to contribute to strategy and to help executives on strategy and other matters, as necessary.
    - 4.3.9. To examine that existing / proposed Director has willingness to adapt to business, its market sectors and also role of Director.
    - 4.3.10. To examine that existing / proposed Director is capable of exercising Independence of mind.
    - 4.3.11. To examine that existing / proposed Director monitor results and operational parameters and press for appropriate corrective action when necessary.
    - 4.3.12. To examine that existing / proposed Director participate in board decisions on major issues of business development.
    - 4.3.13. To examine that existing / proposed Director has sufficient time to devote to the needs of the business.

- 4.3.14. To examine that existing / proposed Director has ability to contribute to financial issues.
- 4.3.15. To examine that existing / proposed Director carry out specific functions as assigned via Board / COB committees.
- 4.3.16. 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.
- 4.3.17. 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 SEBI LODR, 2015.
- 4.3.18. 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.
- 4.3.19. To ensure to have information and declaration to “Fit and Proper Criteria Declaration” as prescribed by RBI from time to time.
- 4.3.20. To scrutinize the declarations submitted by the existing / proposed Director.
- 4.3.21. To obtain annually as on 31<sup>st</sup> 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.
- 4.3.22. To ensure that director once appointed shall execute the deeds of covenants in the format prescribed by the RBI.
- 4.3.23. 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.
- 4.3.24. 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.
- 4.3.25. 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 read with SEBI LODR, 2015.
- 4.4. The Nomination and Remuneration committee recommends below remuneration by way of sitting fee for attending meetings of Board in compliance of applicable provisions of the Companies Act, 2013 read with rules made.

**5. Remuneration and sittings fees to Directors and Remuneration to Key Managerial Personnel (KMP), Senior Management Personnel and other Employees**

- 5.1. All Directors whether Executive or Non-Executive Directors shall get Sitting Fees as per below mentioned table for attending per Board Meeting.

Name of the Director	Designation	Director Sitting fee (Rs.)
Mr. Sanjeev Goel	Managing Director	Rs. 10,000/-
Mr. S.K. Goel	Non-executive Independent Director	Rs. 40,000/-
Mr. Rakesh Kumar Joshi	Non-executive Independent Director	Rs. 40,000/-
Mrs. Kumud Gupta	Non-executive Independent Woman Director	Rs. 40,000/-

- 5.2. No directors shall get any fees for attending the various Committees of the Board as constituted / rec-constituted from time to time.
  - 5.3. In compliance with Companies Act, 2013 read with rules made thereunder, the Board of Directors as per their discretion are entitled to have separate consulting contracts / agreement with any of our Directors or with any entity / companies / firms / LLP etc. wherein our directors have direct or indirect interest or relationship as defined in Companies Act, 2013
  - 5.4. The Key Managerial Personnel, Senior Management, Personnel and other employees shall be paid remuneration as per the Compensation and Benefit policy of the Company as revised through the Annual Salary Review process from time to time
- 6. Amendments to the Nomination and Remuneration Policy:**
- 6.1. The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.
  - 6.2. The Policy shall be reviewed as and when required.
- 7. Disclosure of Nomination and Remuneration Policy**
- 7.1. The policy of the committee to be disclosed in the board's report and wherever required as per Companies Act 2013 read with SEBI LODR, 2015

## Annexure – 12:

# Familiarization Policy and Programme for Directors

### 1. Preamble:

- 1.1. This Familiarization Policy / Programme for Independent Directors of Intec Capital Limited is formulated in terms of requirement of regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as “SEBI LODR 2015”) as amended from time to time.
- 1.2. This Familiarization Policy / Programme for Independent Directors has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### 2. Objective

- 2.1. To provide insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the Company.

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

Orientation / Familiarization module for new Independent Directors upon Joining		
Sl.	Headings	Description of Policy / Programme
3.1	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.
3.2	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: (a) Roles, Rights and Responsibilities (b) Board dynamics & functions; (c) Human Resource management ; (d) Nature of the Industry in which Company operates ; (e) Business Model of Company; (f) Financial Performance, Budgeting and Planning ; (g) an other relevant information
3.3	Intec’s various Committee of Board (COB) and their Terms of Reference (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.
3.4	Auditors, and Bankers	Further, Independent Directors were made to appraise with Intec’s Statutory Auditor, Internal Auditor. Secretarial Auditors and Existing Bankers.
3.5	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.
3.6	Internal Policies, processes and documents etc.	Independent Directors 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.
3.7	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.

3.8	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.
3.9	Statutory Compliances	The above Programme may also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
3.10	Business overview	The Independent directors were made to appraise about the Business overview and an outline of Corporate Plan and Annual targets
3.11	Overview of sales and Marketing	The Independent directors were made to appraise the Overview of sales and marketing and operational efficiency level.
3.12	Introduction to Product profile	The Independent directors were made to appraise about the Introduction to Product profile etc.
3.13	Criteria of independence	Criteria of independence applicable to Independent Directors as per SEBI LODR, 2015 on Corporate Governance and the Companies Act, 2013;
3.14	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;
3.15	Directors Statutory Disclosures and compliances	The Independent directors were made to appraise about their statutory disclosures and compliances and submissions under Companies Act, 2013, SEBI LODR, 2015, Listing Agreement and RBI Regulatory Framework and RBI Fit and proper criteria etc.
3.16	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.
3.17	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 Companies Act, 2013 read with rules made thereunder and SEBI LODR, 2015 and applicable Laws.

4. "On-going" Familiarization Policy / 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
4.1	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.
4.2	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.
4.3	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.
4.4	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.

4.5	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 viz. Company's Strategy, Annual Operating Plan (AOP), Business Model of the Company, Business and operations ; Services and Product offerings ; Organization Structure ; Financial Performance/Results, Budgeting and Planning and control processes ; Sales and Marketing ; Human Resources, Credit Policy Framework; Risk Policy and its framework with mitigation strategy ; System driven process for comprehensive credit assessment.
4.6	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.
4.7	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.
4.8	Off-site meeting	The Independent Directors may be made to interact with Management Teams at one or two levels below top management during Off-site meeting.

#### 5. Programme and disclosure:

- 5.1. As and when Familiarization Policy / Programme are conducted, the same will be disclosed on the website of the Company.
- 5.2. The Programme shall also be disclosed in the Annual Report of the Company as required under SEBI LODR, 2015 as amended from time to time and web link thereto shall be given in the Annual Report.

#### 6. Amendment and review of the Familiarization Policy / Programme :

- 6.1. The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.
- 6.2. The Familiarization Policy / Programme shall be reviewed as and when required.

## 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 financial year ended 31st March, 2017

<b>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</b>				
<b>Rule</b>	<b>Rule description</b>	<b>1</b>	<b>2</b>	<b>3</b>
5(2)	Name of such employee	NIL		
5(3)(i)	Designation of such employee	NIL		
5(3)(ii)	Remuneration received (in Rs.)	NIL		
5(3)(iii)	Nature of employment (whether contractual or otherwise)	NIL		
5(3)(iv)	Qualifications	NIL		
5(3)(iv)	Experience of such employee (in Years)	NIL		
5(3)(v)	Date of commencement of employment	NIL		
5(3)(vi)	The age of such employee (in Years)	NIL		
5(3)(vii)	The last employment held by such employee before joining the company	NIL		
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		
<b>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;</b>				
<b>Rule</b>	<b>Rule description</b>	<b>1</b>	<b>2</b>	<b>3</b>
5(2)	Name of such employee	NIL	-	-
5(3)(i)	Designation of such employee	NIL	-	-
5(3)(ii)	Remuneration received (in Rs.)	NIL	-	-
5(3)(iii)	Nature of employment (whether contractual or otherwise)	NIL	-	-
5(3)(iv)	Qualifications	NIL	-	-
5(3)(iv)	Experience of such employee (in Years)	NIL	-	-
5(3)(v)	Date of commencement of employment	NIL	-	-
5(3)(vi)	The age of such employee (in Years)	NIL	-	-
5(3)(vii)	The last employment held by such employee before joining the company	NIL	-	-

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	-	-
<b>C.</b>	<b>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.</b>			
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 Rs.)			
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.	Designation	Ratio of remuneration of each Director/ to median remuneration of employees
		1	Managing Director 4.35:1
5 (ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	Designation	% increase in Remuneration in 2017-18
		1	Managing Director -0.01%
		2	Chief Financial Officer 0.00%
		3	Company Secretary 0.00%
5 (iii)	The percentage increase in the median remuneration of employees in the financial year.	10.00%	
5 (iv)	The number of permanent employees on the rolls of the company.	As on 31.03.2018 - 139 employees	
5 (v)	The explanation on the relationship between average increase in remuneration and company performance.	Omitted as per amendment in the rules vide notification dated 30th June 2016	
5 (vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	Omitted as per amendment in the rules vide notification dated 30th June 2016	
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.	Omitted as per amendment in the rules vide notification dated 30th June 2016	
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.	The average increase in salary other than managerial personnel is 10.60% as compared to FY 2017-18 whereas the average increase in managerial personnel salary is 0.00% as compared to FY 2017-18	
5 (ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Omitted as per amendment in the rules vide notification dated 30th June 2016	
5 (x)	The key parameters for any variable component of remuneration availed by the directors;	Omitted as per amendment in the rules vide notification dated 30th June 2016	



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;	<i>Omitted as per amendment in the rules vide notification dated 30th June 2016</i>
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 salary given during the financial year . It includes basic, allowances, perquisites and variable incentive.
3. Permanent employee means all employees as on 31. 03.2016 irrespective of number of day served but exclude trainees.





# Financial Statements

## Independent Auditor's Report

To  
The Members of  
Intec Capital Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Intec Capital Limited** (the "Company"), which comprise the Standalone Balance Sheet as at March 31, 2018, the Standalone Statement of Profit and Loss and Standalone Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016, and the directions and guidelines issued by Reserve Bank of India relating to Systemically Important Non-Deposit taking Non Banking Financial Company ('NBFC Regulation') in this regard, to the extent applicable and in the manner so required.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 standalone 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 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the 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 standalone 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 standalone financial statements.

## Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, and the directions and guidelines issued by Reserve Bank of India as applicable to Systemically Important Non-Deposit taking Non Banking Financial Company, 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, 2018, and its loss and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016' ("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' a statement on the matters specified in paragraph 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 purposes of our audit.
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) the Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016, to the extent they are not inconsistent with the accounting principles prescribed in the NBFC Regulation.
  - (e) on the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-'B'; and
  - (g) 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 24.a to the standalone financial statements;

- ii. The Company has not entered into any long-term contracts including derivative contracts.
- iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N

**Pawan K. Gupta**  
Partner  
Membership Number: 092529

Place : New Delhi

Dated: May 24, 2018



## Annexure-‘A’ to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘report on other legal and regulatory requirements’ section of the independent auditors’ report of even date on the standalone financial statements of Intec Capital Limited for the year ended March 31, 2018)

- (i) In respect of its property, plant and equipments;
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipments.
  - (b) As explained to us, the property, plant and equipments are physically verified by the management once in a period of three years, which in our opinion is reasonable, having regard to the size of the Company and nature of its property, plant and equipments. No material discrepancies were noticed on such physical verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, as disclosed in Note 11 on property, plant and equipments to the standalone financial statements, are held in the name of the Company.
- (ii) As the Company is a NBFC engaged in the business of the financing, no inventories are held by it, and therefore the said clause is not applicable to the Company.
- (iii) According to the information and explanations given to us and based on our examination of the records, the Company has not granted any loans, secured or unsecured to any party covered in the Register maintained under Section 189 of the Companies Act, 2013, hence this clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of Sections 185 and 186 of the Companies Act, 2013, in respect of loans and advances, wherever given to the directors including entities in which they are interested, have been complied by the Company.
- (v) The Company has not accepted any deposits from the public within the meanings of Sections 73 to 76 of the Act and the rules framed thereunder to the extent notified.
- (vi) As the Company is a NBFC engaged in the business of financing, and there are no manufacturing or trading activities the said clause regarding maintenance of cost records is not applicable to the Company.
- (vii) In respect of statutory dues:
  - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales tax, Goods and Service Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable with the appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues, which have not been deposited on account of any dispute.

- (viii) Based on the audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution, banks and Government.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans during the year, hence no comments are required under this clause.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or material fraud on the Company by its officers / employees has been noticed or reported during the course of our audit.
- (xi) The managerial remuneration paid / provided is within the limit and in compliance of the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company hence the requirement of this clause is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable. The details of such transactions have been disclosed in the standalone financial statements, as required by the AS 18 – Related Party Disclosures.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.
- (xvi) According to the information and explanations given to us, the Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company, and has got it registered as such under section 45-IA of the Reserve Bank of India Act, 1934.

For **S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N

**Pawan K. Gupta**  
Partner  
Membership Number: 092529

Place : New Delhi

Dated: May 24, 2018



## Annexure-‘B’ to the Independent Auditors’ Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of the independent auditors’ report of even date on the standalone financial statements of Intec Capital Limited for the year ended March 31, 2018)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Intec Capital Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the “Guidance Note on Audit of Internal Financial Controls Over Financial Reporting” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Act.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N

**Pawan K. Gupta**  
Partner  
Membership Number: 092529

Place : New Delhi

Dated: May 24, 2018

## Balance Sheet as at March 31, 2018

(All amounts in Indian Rupees (₹) in lakhs)

	Note No.	As at March 31, 2018	As at March 31, 2017
<b>Equity and Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,836.63	1,836.63
Reserves and Surplus	4	11,969.96	14,998.36
		<b>13,806.59</b>	<b>16,834.99</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	5	3,473.57	7,939.98
Other Long-term Liabilities	6	0.34	336.10
Long-term Provisions	7	603.00	939.50
		<b>4,076.91</b>	<b>9,215.58</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	13,321.93	19,116.53
Other Current Liabilities	9	4,399.22	9,201.58
Short-term Provisions	10	3,766.78	2,112.16
		21,487.93	30,430.27
<b>Total</b>		<b>39,371.43</b>	<b>56,480.84</b>
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	11		
- Tangible		96.59	104.96
- Intangible		44.40	65.70
- Capital work in progress		6.81	-
Non Current Investments	12	34.14	34.14
Deferred Tax Assets (net)	13	1,340.81	1,000.62
Long-term Loans and Advances	14	14,437.42	28,557.09
Other Non-Current Assets	15	1,468.85	918.16
		<b>17,429.02</b>	<b>30,680.67</b>
<b>Current Assets</b>			
Cash and Bank Balances	16	1,302.86	1,468.34
Short-term Loans and Advances	17	20,277.29	23,705.30
Other Current Assets	18	362.26	626.53
		21,942.41	25,800.17
<b>Total</b>		<b>39,371.43</b>	<b>56,480.84</b>
<b>Significant Accounting Policies</b>	<b>1 &amp; 2</b>		
<b>Other Notes</b>	<b>24 to 28</b>		

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

As per our report of even date attached

**S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018

## Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in Indian Rupees (₹) in lakhs)

	Note No.	For year ended March 31, 2018	For year ended March 31, 2017
<b>Revenue</b>			
Revenue from Operations	19	5,338.13	9,571.91
Other Income	20	686.96	175.74
<b>Total revenue</b>		<b>6,025.09</b>	<b>9,747.65</b>
<b>Expenses</b>			
Employee Benefits Expense	21	921.08	1,056.75
Finance Costs	22	3,431.83	5,460.23
Depreciation and Amortisation	11	52.95	70.26
Other Expenses	23	4,987.82	3,022.58
<b>Total expenses</b>		<b>9,393.68</b>	<b>9,609.82</b>
<b>(Loss)/Profit before tax</b>		<b>(3,368.59)</b>	<b>137.83</b>
<b>Tax expense</b>			
- Current tax		-	(194.48)
- Deferred tax credit		340.19	108.00
- Earlier year/s Tax		-	(15.05)
		<b>340.19</b>	<b>(101.53)</b>
<b>(Loss) / Profit after tax</b>		<b>(3,028.40)</b>	<b>36.30</b>
<b>Earning per equity share</b>	<b>27.5</b>		
- Basic		(16.49)	0.20
- Diluted		(16.49)	0.20
<b>Significant Accounting Policies</b>	<b>1 &amp; 2</b>		
<b>Other Notes</b>	<b>24 to 28</b>		

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

As per our report of even date attached

**S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018

## Cash Flow Statement for the year ended March 31 2018

(All amounts in Indian Rupees (₹) in lakhs)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
<b>Cash flow from operating activities</b>		
<b>(Loss) / Profit before tax</b>	<b>(3,368.59)</b>	<b>137.83</b>
<b>Adjustments for:</b>		
Depreciation and amortisation	52.95	70.26
Provision for sub-standard and doubtful assets	1,463.12	813.96
Provision for standard assets	(135.61)	(147.28)
Provision for doubtful advances	1.95	-
Liabilities no longer payable written back	368.01	-
Loss on sale of fixed assets (net)	1.88	4.71
Bad Loans written off	2,568.26	912.86
Other advances / recoverables written off	15.21	5.58
<b>Operating profit before working capital changes</b>	<b>967.18</b>	<b>1,797.92</b>
<b>Movement in working capital:</b>		
Decrease/(Increase) in loans and advances	14,962.26	15,140.05
Decrease/(Increase) in current and non current assets	(23.43)	473.83
Increase/(Decrease) in current and non current liabilities	(1,602.79)	(1,289.02)
Decrease/(Increase) in other bank balances	(37.25)	194.36
Increase/(Decrease) in short-term and long-term provisions	(8.44)	(16.64)
<b>Cash from operations</b>	<b>14,257.54</b>	<b>16,300.50</b>
Taxes paid	(262.98)	(451.56)
<b>Net cash from operating activities (A)</b>	<b>13,994.55</b>	<b>15,848.94</b>
<b>Cash flow from investing activities</b>		
Purchase of fixed assets	(31.94)	(11.00)
Proceeds from sale of fixed assets	(0.02)	5.77
<b>Net cash from investing activities(B)</b>	<b>(31.96)</b>	<b>(5.23)</b>
<b>Cash flow from/ (used in) financing activities</b>		
Dividend paid (including tax thereon)	-	(55.33)
Repayment of commercial papers	-	(1,000.00)
Repayment/proceeds of cash credits facilities	(5,794.60)	(3,921.65)
Repayments of secured loans	(8,206.40)	(10,259.96)
Repayment of unsecured loans	(163.35)	(625.13)
<b>Net cash from/ (used in) financing activities (C)</b>	<b>(14,164.35)</b>	<b>(15,862.07)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>(201.75)</b>	<b>(18.36)</b>
Cash and cash equivalents at the beginning of the year	296.53	314.89
<b>Cash and cash equivalents at the end of the year</b>	<b>94.78</b>	<b>296.53</b>

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
<b>Notes:</b>		
(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS) - 3 'Cash Flow Statements' notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014, as amended.		
(b) Cash and cash equivalents in the balance sheet comprises of Cash in hand and Cash at bank.		
- Cash on hand	15.12	39.57
- Cheques, drafts on hand	-	10.00
- In current accounts	79.66	246.96
	<b>94.78</b>	<b>296.53</b>
<b>Significant Accounting Policies</b>	<b>1 &amp; 2</b>	
<b>Other Notes</b>	<b>24 to 28</b>	

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

As per our report of even date attached

**S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
*Partner*  
Membership No.: 092529

**Sanjeev Goel**  
*Managing Director*  
DIN No. 00028702

**S.K. Goel**  
*Director*  
DIN No. 00963735

**Puneet Sehgal**  
*Company Secretary*  
Membership No.: ACS: 12557

**Puhup Srivastav**  
*Chief Financial Officer*

Place: New Delhi  
Date: May 24, 2018

## Notes to financial statements for the year ended March 31, 2018

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

### 1. Corporate Information

Intec Capital Limited ('the Company') incorporated in India on February 15, 1994, was registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated May 4, 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 November 4, 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.

### 2. Significant Accounting Policies

#### 2.1 Basis of preparation of financial statements:

The financial statements have been prepared under the historical cost convention and on the accrual basis of accounting in accordance with the generally accepted accounting principles, unless otherwise specifically stated and in accordance 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 the Companies (Accounting Standards) Amendment Rules, 2016, and as per the directions and guidelines issued by Reserve Bank of India to the extent applicable to Systemically Important Non-Deposit taking NBFC ('NBFC Regulation'). The notified Accounting Standards (AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulation.

#### 2.2 Use of Estimates

The preparation of financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, estimates are evaluated based on historical experience and on various other assumptions that are believed to be reasonable, the results of which forms the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from those estimates. Any revision to estimates or difference between the actual result and estimates are recognised in the period in which the results are known/ materialised.

#### 2.3 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 maintain a constant periodic rate of return on the net amount.
- (ii) Future accrual of interest is suspended for loan accounts that are contractually delinquent for more than 90 days, after setting-off of collateral amounts. Suspended income is recognized as and when collected.
- (iii) Processing fees and other servicing fees is recognized on accrual basis.
- (iv) Dividend income on investments is accounted for as and when the right to receive is established.

- (v) 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/ securitization is recognized upfront.
- (vi) Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (vii) Income on account of overdue interest and bouncing, foreclosure and penal charges, and servicing fees on assignment of loans is recognized on receipt basis, as a consistent practice considering that the same are not material transactions.

## 2.4 Property Plant and Equipment

- (i) Property, plant and equipment 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.
- (ii) 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.
- (iii) 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.

## 2.5 Depreciation

- (i) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. Immovable assets at the leased premises including civil works, fixtures and electrical items etc. are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of two years.
- (ii) The useful lives in the following case is different from those prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed / estimated by the Company (No. of Years)
Electrical installations	10	8

Based on usage pattern, internal assessment and technical evaluation carried out, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

- (iii) Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.



## 2.6 Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Company and the costs of the assets can be measured reliably. Intangible assets comprising computer software are carried at cost less amortization. Computer software including improvements are amortised over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years.

## 2.7 Investment

Investments that are readily realizable 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 realized within 12 months after the reporting date is also presented under 'current assets' as "current portion of long-term investments".

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 quoted price / fair value. Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

## 2.8 Loan

Loans are stated at the amount advanced, as reduced by the amount received / repaid and the loans assigned, up to the Balance Sheet date. Loan origination costs such as credit verification, agreement stamping, processing fee, ROC charges and valuation charges are charged to Statement of Profit and Loss.

## 2.9 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-recognized 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.

## 2.10 Employee Benefits:

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

- (i) 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 recognized in the Statement of Profit and loss in the period in which the employee renders the related service.
- (ii) Other long term employee benefits:  
Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service 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.

(iii) 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.

(iv) Defined benefit plans:

The Company's gratuity scheme is a defined benefit plan. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of 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 recognizes 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 recognized immediately in the Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

### **2.11 Provision for standard, sub-standard and doubtful assets**

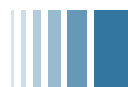
The Company makes provision for standard and non-performing assets (sub-standard and doubtful assets) in accordance with the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets i.e. sub-standard and doubtful assets. In accordance with these Directions, the Company has separately shown the said provision under short term / long term provisions (as applicable) without netting off from loans.

### **2.12 Taxation**

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

### **2.13 Provision, contingent liabilities and contingent assets**

The Company recognizes 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 recognized 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 recognized in the period in which the change occurs.

#### **2.14 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.

#### **2.15 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 recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

#### **2.16 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.

#### **2.17 Impairment of Assets**

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impaired loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

#### **2.18 Current versus non-current classification**

The Company has classified all its assets / liabilities into current / non-current portion based on the time frame of 12 months from the date of financial statements. Accordingly assets / liabilities expected to be realized / settled within 12 months from the date of financial statements are classified as current and other assets / liabilities are classified as non-current.

### 3. Share Capital

(Amount in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised share capital</b>		
<b>Equity Shares:</b>		
35,000,000 (previous year : 35,000,000) equity shares of Rs. 10 each	3,500.00	3,500.00
<b>Preference Shares:</b>		
1,500,000 (previous year : 1,500,000) preference shares of Rs. 100 each	1,500.00	1,500.00
	<b>5,000.00</b>	<b>5,000.00</b>
<b>Issued, subscribed and fully paid-up shares</b>		
<b>Equity Shares:</b>		
18,366,250 (previous year : 18,366,250) equity shares of Rs.10 each fully paid up	1,836.63	1,836.63
<b>Total</b>	<b>1,836.63</b>	<b>1,836.63</b>

#### Note:

#### 3.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
Balance at the beginning of the year	18,366,250	1,836.63	18,366,250	1,836.63
<b>Balance as at end of the year</b>	<b>18,366,250</b>	<b>1,836.63</b>	<b>18,366,250</b>	<b>1,836.63</b>

#### 3.2 Rights, preferences and restrictions attached to each class of shares

The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. All Equity Shares are entitled to receive dividend as declared from time to time. The voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

#### 3.3 Detail of shareholders holding more than 5% of the aggregate shares in the Company:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	% age of share holding	Number of shares	% age of share holding
<b>Equity Shares</b>				
Pantec Devices Private Limited	4,497,264	24.49	4,497,264	24.49
India Business Excellence Fund-IIA	3,646,142	19.85	3,646,142	19.85
India Business Excellence Fund-II	2,284,356	12.44	2,284,356	12.44
Pantec Consultant Private Limited	1,453,771	7.92	1,453,771	7.92
Sanjeev Goel (Including shares held in Escrow account)	1,244,464	6.77	1,244,464	6.77

#### 4. Reserves and Surplus

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Securities premium account</b>		
As per last account	8,843.84	8,843.84
<b>Statutory reserve as per Section 45-IC of RBI Act (refer note 4.1)</b>		
Balance as at the beginning of the year	1,415.96	1,408.70
Add: Amount transferred during the year	-	7.26
<b>Balance as at the end of the year</b>	<b>1,415.96</b>	<b>1,415.96</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	4,738.56	4,764.85
Less: Dividend paid for previous year	-	45.97
Less: Tax on Dividend paid	-	9.36
Less / (Add): Loss / (Profit) for the year	3,028.40	(36.30)
Surplus available for appropriation	1,710.16	4,745.82
Less: Appropriations		
-Transfer to reserve under section 45-IC of RBI Act	-	7.26
<b>Balance as at the end of the year</b>	<b>1,710.16</b>	<b>4,738.56</b>
<b>Total reserves and surplus</b>	<b>11,969.96</b>	<b>14,998.36</b>

4.1 As per Section 45-IC of the Reserve Bank of India Act, 1934 ('RBI Act'), every NBFC is required to transfer a sum not less than twenty percent of its net profit for the year to the 'Statutory Reserve as per Section 45-IC of RBI Act'. As during the year there is no profit, there is no transfer to the said reserve, (previous year Rs. 7.26 lakhs being 20% of the net profit was transferred to the said reserve).

#### 5. Long term Borrowings

(Amounts in ₹ lakhs)

Particulars	Short Term		Long Term	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
<b>Secured</b>				
Term Loan:				
- from banks	2,672.81	5,826.00	3,418.30	6,998.96
- from financial institutions	744.27	871.56	55.27	799.81
Non Convertible Debentures	-	600.71	-	-
<b>Unsecured</b>				
Inter Corporate Deposits	4.33	26.47	-	141.21
<b>Total</b>	<b>3,421.41</b>	<b>7,324.74</b>	<b>3,473.57</b>	<b>7,939.98</b>
Less: Amount shown under Other Current Liabilities (refer note 9)	3,421.41	7,324.74	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,473.57</b>	<b>7,939.98</b>

## 5.1 Details / disclosure of the borrowings as at March 31, 2018:

### Maturity pattern

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
<b>Term Loans</b>					
<b>(i) Secured by hypothecation of loan receivables (also refer note- 5.2 and 5.3.1)</b>					
for loans taken from banks# (Remaining installments payable-8 to 75)	2,587.73	2,029.26	1,099.65	281.98	<b>5,998.62</b>
for loans taken from financial institutions# (Remaining installments payable- 5 to 13)	731.84	53.24	-	-	<b>785.08</b>
<b>(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer note- 5.2 and 5.3.1)</b>					
	83.33	-	-	-	<b>83.33</b>
<b>(iii) Secured by hypothecation of car</b>					
for loans taken from banks and financial institutions# (Remaining installments payable-26-54) (also refer note- 5.3.1)	14.18	3.95	2.07	3.42	<b>23.62</b>
<b>Total</b>	<b>3,417.08</b>	<b>2,086.45</b>	<b>1,101.72</b>	<b>285.40</b>	<b>6,890.65</b>
<b>Inter Corporate Deposits (Unsecured loans) ## (also refer note- 5.3.2)</b>	4.33	-	-	-	<b>4.33</b>
<b>Total</b>	<b>3,421.41</b>	<b>2,086.45</b>	<b>1,101.72</b>	<b>285.40</b>	<b>6,894.98</b>

# repayable on equitable monthly and quarterly installments

## repayable at the time of maturity along with interest accrued

### 5.2 Loans also guaranteed by directors and other parties

- loans of Rs. 6,119.99 lakhs secured by personal guarantee of managing director and lien on Fixed deposits of Rs. 89.67 lakhs
- loan of Rs. 83.33 lakhs secured by personal guarantees of managing director and relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director)
- loan of Rs. 663.70 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)

### 5.3 Rate of interest (range):

5.3.1 Interest rates on above secured loans range between 11.25%- 13.55% per annum

5.3.2 Interest rates on above unsecured loans range between 7%- 8.37% per annum

## 5.4 Details / disclosures of borrowings as at March 31, 2017:

### Maturity pattern

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
<b>Term Loans</b>					
<b>(i) Secured by hypothecation of loan receivables</b> (also refer note- 5.5 and 5.6.1)					
for loans taken from banks# (Remaining installments payable-2 to 41)	5,285.43	3,777.04	1,975.00	1,163.51	<b>12,200.98</b>
for loans taken from financials institutions# (Remaining installments payable-17 to 25)	860.00	732.46	53.24	-	<b>1,645.70</b>
<b>(ii) Secured by hypothecation of loan receivables and fixed deposits</b> (also refer note- 5.5 and 5.6.1)					
for loans taken from banks# (Remaining installments payable-4 to 17)	540.91	83.07	-	-	<b>623.98</b>
<b>(iii) Secured by hypothecation of car</b>					
for loans taken from other parties# (Remaining installments payable-26)	11.22	12.43	2.02	-	<b>25.67</b>
<b>Total</b>	<b>6,697.56</b>	<b>4,605.00</b>	<b>2,030.26</b>	<b>1,163.51</b>	<b>14,496.33</b>
<b>Non Convertible Debentures #</b> (Remaining installments payable-5) (Rate of Interest - 12.50% per annum)	600.71		-	-	<b>600.71</b>
<b>Inter Corporate Deposits (Unsecured loans) ##</b> (also refer note- 5.6.2)	<b>26.47</b>	<b>141.21</b>	-	-	<b>167.68</b>
<b>Total</b>	<b>7,324.74</b>	<b>4,746.21</b>	<b>2,030.26</b>	<b>1,163.51</b>	<b>15,264.72</b>

# repayable on equitable monthly and quarterly installments

## repayable at the time of maturity along with interest accrued

### 5.5 Loans also guaranteed by directors and other parties

- loan of Rs. 12,641.34 lakhs secured by personal guarantee of managing director and lien on Fixed deposits of Rs. 48.24 lakhs
- loan of Rs. 333.33 lakhs secured by personal guarantees of managing director and relative of managing director and corporate guarantee of Bubble Infosolutions Private Limited (company in which managing director of the Company is a director)
- loan of Rs. 1,495.69 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)

### 5.6 Rate of interest :

5.6.1 Interest rates on above secured loans range between 11.45%- 12.30% per annum

5.6.2 Interest rates on above unsecured loans range between 7%- 8.37% per annum

## 6. Other Long-term Liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Others</b>		
Collateral amount for cases assigned/ securitised	0.34	327.01
Lease equalisation reserve	-	9.09
<b>Total</b>	<b>0.34</b>	<b>336.10</b>

## 7. Long-term Provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for employee benefits: (refer note 27.1)</b>		
- Provision for leave encashment	8.19	13.69
<b>Provisions towards : (refer note 14.2)</b>		
- Standard Assets	81.92	172.91
- Non-Performing Assets	512.89	752.90
<b>Total</b>	<b>603.00</b>	<b>939.50</b>

## 8. Short-term Borrowings

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Secured</b>		
Working Capital loans from Banks	13,321.93	19,116.53
<b>Total</b>	<b>13,321.93</b>	<b>19,116.53</b>

### 8.1 Working Capital loans from banks are secured by :

- Primary Security- first pari passu charge on present and future receivables of the Company
- Collateral Security–Fixed deposits of Rs. 1098.44 lakhs (previous year : Rs. 1,337.51 lakhs) lien marked to banks and Immovable properties belonging to promoter & others
- Personal guarantees of managing director and relative of managing director
- 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)

8.2 Interest rates on above loans range between 10.60% - 13.55% per annum (previous year : 10.60% - 13.45% per annum).

## 9. Other Current Liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Current maturities of Long term Borrowings (refer note 5)	3,421.41	7,324.74
Interest accrued but not due	18.78	122.30
Payables to employees	21.52	77.92
Amount payable for servicing of assigned / securitised loan portfolio	1.83	19.49
Payable to customers (borrowers)	751.16	1,405.77
Payable to other parties	80.50	115.63
Unclaimed dividend	6.94	7.92
Collateral amount for cases assigned / securitised	13.95	31.12
Lease equalisation reserve	0.25	2.58
Other statutory dues payable	46.73	21.79
Other liabilities	36.16	72.32
<b>Total</b>	<b>4,399.22</b>	<b>9,201.58</b>

9.1 Other liabilities comprise of payables towards miscellaneous and expenses etc.

9.2 There is no amount due and outstanding to be credited to Investor Education & Protection Fund.

9.3 There is no amount outstanding to suppliers under Micro, Small and Medium Enterprises Development Act, 2006 based on available information with the Company.

## 10. Short-term Provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Provision for employee benefits: (refer note 27.1)		
- Provision for leave encashment	1.49	5.42
Provisions towards : (refer note 14.2)		
- Standard Assets	47.35	91.97
- Non-Performing Assets	3,717.94	2,014.77
<b>Total</b>	<b>3,766.78</b>	<b>2,112.16</b>

### 11. Property, Plant and Equipment (refer note a below)

(All amounts in ₹ Lakhs)

Particulars	Gross block			Accumulated depreciation			Net Block		
	As at 1 April 2017	Additions	Deductions/ adjustments	As at 31 March 2018	As at 1 April 2017	Depreciation/ amortisation	Deductions/ adjustments	As at 31 March 2018	As at 31 March 2017
<b>Tangible assets</b>									
Vehicles	84.29	12.31	-	96.60	39.97	9.70	-	49.66	44.32
Office equipment	39.31	1.47	0.79	39.99	22.87	6.46	0.79	28.53	16.44
Data processing equipments	159.23	4.26	7.63	155.86	139.48	8.69	7.63	140.54	19.75
Furniture and fixtures	19.32	0.15	3.80	15.67	10.39	1.44	2.05	9.78	8.93
Leasehold improvements	39.93	-	-	39.93	38.14	-	-	38.14	1.79
Electric installations	9.58	0.42	0.50	9.50	5.81	1.39	0.38	6.82	3.77
Air conditioners	12.25	-	0.02	12.23	7.12	0.95	0.02	8.05	5.13
Office equipment - Mobile	3.39	4.21	-	7.60	3.38	0.71	-	4.09	0.01
Land	4.82	-	-	4.82	-	-	-	-	4.82
<b>Current Year's Total</b>	<b>372.12</b>	<b>22.82</b>	<b>12.74</b>	<b>382.20</b>	<b>267.16</b>	<b>29.34</b>	<b>10.87</b>	<b>285.60</b>	<b>104.96</b>
Previous Year's Total	399.76	6.77	34.41	372.12	242.68	48.41	23.93	267.16	157.08
<b>Intangible assets</b>									
Computer software	145.10	2.31	0.51	146.90	79.40	23.61	0.51	102.50	65.70
<b>Current Year's Total</b>	<b>145.10</b>	<b>2.31</b>	<b>0.51</b>	<b>146.90</b>	<b>79.40</b>	<b>23.61</b>	<b>0.51</b>	<b>102.50</b>	<b>65.70</b>
Previous Year's Total	140.87	4.23	-	145.10	57.55	21.85	-	79.40	83.32
<b>Capital Work in Progress</b>	<b>-</b>	<b>6.81</b>	<b>-</b>	<b>6.81</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total - Current's Year</b>	<b>517.22</b>	<b>31.94</b>	<b>13.25</b>	<b>535.92</b>	<b>346.56</b>	<b>52.95</b>	<b>11.38</b>	<b>388.11</b>	<b>170.66</b>
Grand Total - Previous Year	540.63	11.00	34.41	517.22	300.23	70.26	23.93	346.56	240.40

Note - 1. Tangible assets are hypothecated as security against working capital facility (refer note 8)

## 12. Non-Current Investments

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Non-trade investments (valued at cost)</b>		
<b>In Equity Shares of :</b>		
<b>Subsidiary Company - Unquoted</b>		
250,000 (previous year : 250,000) equity shares of Rs. 10 each of Amulet Technologies Limited, India - Fully paid up	25.00	25.00
<b>Other Companies - Unquoted</b>		
89,890 (previous year : 89,890) equity shares of Rs. 10 each of Pantec Devices Private Limited, India - Fully paid up	1.16	1.16
31,830 (previous year : 31,830) equity shares of Rs 10 each of Pantec Consultants Private Limited, India - Fully paid up	1.01	1.01
36,390 (previous year : 36,390) equity shares of Rs 10 each of Intec Worldwide Private Limited, India - Fully paid up	0.86	0.86
217,500 (previous year : 217,500) equity shares of Rs 10 each of Spherical Collection Agency (P) Ltd, India - Fully paid up	1.11	1.11
225,730 (previous year : 225,730) equity shares of Rs 10 each of Intec Share & Stock Brers Limited, India - Fully paid up	2.26	2.26
34,000 (previous year : 34,000) equity shares of Rs 10 each of FIMA Infotech Private Limited, India - Fully paid up	2.30	2.30
176,000 (previous year : 176,000) equity shares of Rs 10 each of Spectacle Advisory Solutions Pvt. Ltd, India - Fully paid up	0.44	0.44
<b>Total</b>	<b>34.14</b>	<b>34.14</b>
Aggregate amount of Quoted Investments	Nil	Nil
Market value of Quoted Investments	Nil	Nil
Aggregate amount of Unquoted Investments	34.14	34.14
Aggregate amount of impairment in value of investments	Nil	Nil

## 13. Deferred tax assets (Net)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax asset:</b>		
Provision for non-performing assets	1,304.34	904.84
Provision against standard assets	40.03	87.58
Provision for doubtful advances	0.61	-
Variable incentive	1.15	-
Leave Encashment	3.00	6.32
Others	0.07	11.24
	<b>1,349.20</b>	<b>1,009.98</b>
<b>Deferred tax liability:</b>		
Depreciation	2.41	7.02
Others	5.98	2.34
	<b>8.39</b>	<b>9.36</b>
<b>Net Deferred Tax Assets</b>	<b>1,340.81</b>	<b>1,000.62</b>

## 14. Long term Loans and Advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Loans and advances to related parties (Unsecured, considered good)</b>		
- Amulet Technologies Limited - Subsidiary Company	1,361.00	1,361.00
<b>Loans</b>		
- Secured, considered good (refer notes 14.1)	12,146.41	30,270.14
- Unsecured, considered good	2,191.00	1,774.28
- Secured, considered sub-standard (refer notes 14.1 and 14.2)	4,232.62	6,577.51
	18,570.03	38,621.93
Less: Collateral money received from borrowers	(5,536.06)	(11,504.47)
	<b>13,033.97</b>	<b>27,117.46</b>
Security deposits	24.14	33.20
Unamortised Loan Processing Charges for Term loans	18.31	45.43
<b>Total</b>	<b>14,437.42</b>	<b>28,557.09</b>

14.1 Secured by hypothecation of specific assets

14.2 The Company makes provision for standard and non-performing assets (sub-standard and doubtful assets) in accordance with the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Further, in accordance with these Directions, the Company has separately shown the said provision under Short Term and Long term Provisions (as applicable) without netting off from loans.

## 15. Other Non-Current Assets

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Others</b>		
Deposits with Banks (refer note 15.1)	372.38	282.39
Interest accrued but not due on Fixed Deposit	21.39	16.68
Advance Income taxes (net of provision of tax)	692.26	429.28
Interest accrued but not due on unsecured loans	382.82	189.81
<b>Total</b>	<b>1,468.85</b>	<b>918.16</b>

15.1 Subject to first charge as security against the working capital facilities availed from the Banks.

## 16. Cash and bank balances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Cash and cash equivalents</b>		
- Cash on hand	15.12	39.57
- Cheques, drafts on hand	-	10.00
- In current accounts	79.66	246.96
	94.78	296.53

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Other bank balances</b>		
- Deposits with original maturity of more than 3 months and less than 12 months (refer note 16.1)	1,201.14	1,163.89
- In Unpaid dividend account	6.94	7.92
<b>Total</b>	<b>1,302.86</b>	<b>1,468.34</b>

16.1 Fixed deposits of Rs. 726.60 lakhs (Previous year: Rs. 1,055.12 lakhs) are subject to first charge as security against the working capital facilities, of Rs. 89.67 lakhs (Previous year: Rs. 48.24 lakhs) are subject to first charge as security against the Term Loan facilities and of Rs. 31.05 lakhs (Previous year: Rs. 60.53 lakhs) are liened with Small Industries Development Bank of India under Credit Delivery Arrangement.

## 17. Short term Loans and Advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Loans (refer notes 14.1 and 14.2)</b>		
- Secured, considered good	9,241.37	17,893.69
- Secured, considered substandard and doubtful	12,062.92	7,191.39
	21,304.29	25,085.08
Less: Collateral money received from borrowers	(1,127.24)	(1,611.91)
	<b>20,177.05</b>	<b>23,473.17</b>
<i>(Unsecured, considered good)</i>		
Advances to employees	7.35	13.65
Prepaid expenses	24.02	42.53
Other advances (net of provision of Rs. 1.95 lakhs towards doubtful of recovery)	31.42	135.18
Unamortised Loan Processing Charges for Term loans	37.45	37.38
Advance to vendors	-	3.39
<b>Total</b>	<b>20,277.29</b>	<b>23,705.30</b>

## 18. Other Current Assets

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due on loans	228.38	500.57
Other receivables	96.16	103.42
Interest accrued but not due on Fixed Deposit	18.39	15.46
Plan Assets of employee benefits (Net of provision)		
- Gratuity (refer note 27.1)	19.33	7.08
<b>Total</b>	<b>362.26</b>	<b>626.53</b>

## 19. Revenue from Operation

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest on loans	5,057.90	9,108.23
<b>Other financial services income</b>		
Loan processing fee	1.79	121.27
Servicing fee on assignment of loans	6.51	27.55
Income on preclosure of loans	191.16	217.87
Other service fees	80.76	96.99
<b>Total</b>	<b>5,338.13</b>	<b>9,571.91</b>

## 20. Other Income

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest on fixed deposit with banks	107.50	147.22
Bad debts recovered	200.00	-
Liabilities no longer payable written back	368.01	-
Miscellaneous income	11.45	28.52
<b>Total</b>	<b>686.96</b>	<b>175.74</b>

## 21. Employee Benefit Expense

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Salaries and wages etc.	871.99	996.49
Contribution to provident and other funds	27.27	38.34
Staff welfare expenses	21.82	21.92
<b>Total</b>	<b>921.08</b>	<b>1,056.75</b>

## 22. Finance costs

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Interest on :</b>		
- Term loans from banks	1,088.48	1,931.10
- Term loans from financial institutions	139.64	254.23
- Non Convertible Debentures	33.47	240.80
- Working capital loans	1,933.66	2,367.87
- Inter Corporate Deposits	19.75	42.51
- Collateral Money received from borrowers	41.45	293.23
Discount on commercial paper	-	56.31
Processing fees and other bank charges	175.38	274.18
<b>Total</b>	<b>3,431.83</b>	<b>5,460.23</b>

## 23. Other expenses

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Electricity and water	20.10	30.22
Rent (refer note 27.4)	74.71	159.84
Legal and professional	714.16	833.00
Remuneration to Auditors:		
- Statutory Audit Fee	5.50	9.00
- Tax Audit	1.00	0.75
- Limited Reviews	2.00	6.75
- Other Fee	0.05	4.75
- Reimbursement of Expenses	0.25	2.15
Rates and taxes	10.66	12.83
Collection charges	17.02	85.21
Repair and maintenance - others	33.94	49.45
Staff recruitment and training	2.32	22.33
Communications	26.49	41.30
Travelling and conveyance	65.75	96.11
Business Promotion Expenses	35.29	20.35
Provisions on Loans: (refer note 14.1)		
- on standard assets	(135.61)	(147.28)
- on sub-standard and doubtful assets	1,463.12	813.96
Bad loans written off	2,568.26	912.86
Other advances / recoverables written off	15.21	5.58
Provision for doubtful other advances / recoverables	1.95	-
Corporate Social Responsibilities (refer note 26)	2.50	4.83
Loss on sale of fixed assets (net)	1.88	4.71
Miscellaneous expenses	61.27	53.88
<b>Total</b>	<b>4,987.82</b>	<b>3,022.58</b>

## Other Notes

### 24. Contingent liabilities

(a) Few customers / borrowers of the Company have filed legal cases for various claims against the Company. The management has reviewed these pending litigations and proceedings and does not expect any material outflow / reimbursement.

(b) Corporate Guarantee

Issued to Small Industries Development Bank of India under Credit Delivery Arrangement: Rs. 48.08 lakhs

### 25. Commitment

Loan approved but pending disbursement: Rs 38.54 Lakhs (Previous Year: Rs. 54.44 Lakhs).

### 26. Corporate Social Responsibility (CSR):

The Company has constituted a CSR committee as required under Section 135 of the Companies Act, 2013, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The CSR Committee had approved the CSR Policy and also identified the broad areas of CSR activities which it propose to carry out viz. Child Education and Women Empowerment. During the year, the Company made serious deliberations and choose the CSR programs which would be undertaken on a long term and continuous basis. Such programs will benefit communities where the Company operates or likely to operate and create goodwill for the Company. The detail of the amount spent during the period is as under:

(Amounts in ₹ lakhs)

	Amount spent during the current year ended March 31, 2018	Amount pending for spending as at March 31, 2018	Total Amount
- Gross Amount required to be spent during the year			14.88
- Amount spent during the year:			
a. Construction/acquisition of any asset	-	-	-
b. Contribution to Trusts / NGOs / Societies	2.50	-	2.50

### 27. Accounting Standards Disclosures

#### 27.1 Accounting Standard 15 (Revised) - Employee Benefits

(a) Defined Benefit plans:

**Gratuity** : Payable on separation as per the Payment of Gratuity Act, 1972 as amended @ 15 days pay, for each completed year of service to eligible employees who render continuous service of 5 years or more. The Company's liability towards Gratuity is funded / managed by a trust, which invests the funds with Life Insurance Corporation of India (LIC).

(b) Other Long Term Benefit:

**Compensated Absences** : Employees of the Company are entitled to accumulate their earned/privilege leave up to a maximum of 30 days which can be availed / utilized in coming year/s, while in service. During the year the amount of Rs. 9.42 lakhs (previous year : Rs. 5.46 lakhs) has been credited in the Statement of Profit and Loss towards reversal of the excess provisions based on actuarial valuation.

**(c) Defined Contribution plan:**

Company's employees are covered by Provident Fund and Employees State Insurance Scheme/Fund, to which the Company makes a defined contribution measured as a fixed percentage of salary. During the year, amount of Rs. 29.33 lakhs (Previous Year: Rs. 47.14 lakhs) has been charged to the Statement of Profit and Loss towards employer's contribution to these schemes/funds as under:

(Amounts in ₹ lakhs)

	Year ended March 31, 2018	Year ended March 31, 2017
Employer's contribution towards Provident Fund (PF)	25.78	45.60
Employer's contribution towards Employees State Insurance (ESI)	3.55	1.54

**(d) Other disclosures of Defined Benefit plan(Gratuity) as required under AS 15 are as under:-**

(Amounts in ₹ lakhs)

	Year ended March 31, 2018	Year ended March 31, 2017
<b>A) Reconciliation of benefit obligations and plan assets</b>		
<b>Opening defined benefit obligation</b>	48.60	68.42
Current service cost	5.29	10.84
Interest cost	3.59	5.40
Actuarial losses/ (gains)	(16.73)	(22.50)
Benefits paid	(13.40)	(13.56)
<b>Closing defined benefit obligation</b>	<b>27.35</b>	<b>48.60</b>
<b>Change in the fair value of plan assets</b>		
Opening fair value of plan assets	55.69	65.16
Expected return on plan assets	4.73	5.54
Actuarial gains/ (losses)	(1.63)	(1.93)
Contributions paid by employer	1.29	0.47
Benefits paid	(13.40)	(13.56)
<b>Closing fair value of plan assets</b>	<b>46.68</b>	<b>55.69</b>
<b>B) Reconciliation of present value of the obligations and the fair value of the plan assets</b>		
Present value of funded obligations	27.35	48.60
Fair value of plan assets	46.68	55.69
<b>Net asset to be recognised in Balance Sheet</b>	<b>19.33</b>	<b>7.09</b>
<b>C) Gratuity cost for the year:</b>		
Current service cost	5.29	10.84
Interest cost	3.59	5.40
Expected return on plan assets	(4.73)	(5.54)
Net actuarial losses/ (gain) recognised in year	(15.10)	(20.57)
<b>Net gratuity cost/ (income) to be recognised in Statement of Profit and Loss</b>	<b>(10.95)</b>	<b>(9.87)</b>

### Experience adjustments:

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Experience gain/ (loss) adjustments on plan liabilities	4.24	24.83	16.28	15.37	16.39
Experience gain/ (loss) adjustments on plan assets	(1.63)	(1.93)	(1.51)	(0.47)	0.54

### Investment details of the plan assets

100% of the plan assets are maintained with the LIC Managed funds, and in the absence of the complete details from LIC, the requisite detail of funds are not furnished.

### Actuarial 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. Principal assumptions used for actuarial valuation are:

Assumptions	Year ended March 31, 2018	Year ended March 31, 2018
<b>Method used</b>	<b>Projected unit credit method</b>	
Discount rate	7.60%	7.40%
Salary Escalation	6.00%	10.00%
<b>Mortality Rate</b>	<b>IALM (2006-08)</b>	
Withdrawal rate	7.5%	7.5%
Rate of return on plan assets	7.71%	8.51%

### 27.2 Accounting Standard 17 - Segment Reporting:

The Company is primarily engaged only in the business of providing loans to Small and Medium Enterprises ('SME') customers and has no overseas operations/units and as such, no segment reporting is required under Accounting Standard 17 - Segment Reporting.

### 27.3 Accounting Standard 18 - Related Parties

#### A. List of Related Parties and relationships, having transactions during the year

- a) **Subsidiary Company**  
Amulet Technologies Limited
- b) **Key Management Personnel**  
Sanjeev Goel, Managing Director
- c) **Relative of Key Management personal**  
Pranav Goel, Son of Sanjeev Goel, Managing Director  
Ritika Goel, Wife of Sanjeev Goel, Managing Director, and Director (upto November 08, 2017)
- d) **Enterprises over which key Management Personnel exercises significant influence**  
Bubble Info Solutions Private Limited
- e) **Enterprises over which relative of key management exercises significant influence**  
Intec Infonet Private Limited
- f) **Investing party in respect of which the reporting enterprise is an associate**  
Pantec Devices Private Limited

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

## B. Transactions with Related Parties

Nature of Transaction	Subsidiary Company		Investing Company in which the reporting enterprise is an associate		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	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
<b>Remuneration</b>												
Sanjeev Goel (refer note – 1 below)	-	-	-	-	242.97	17.03	-	-	-	-	-	-
<b>Interest on loans</b>												
-Pantec Devices Private Limited	-	-	2.25	2.25	-	-	-	-	-	-	-	-

### Transactions with Related Parties

Nature of Transaction	Subsidiary Company		Investing Company		Key Management Personnel		Relative of Key Management		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	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
<b>Maintenance charges paid</b>												
-Intec Infonet Private Limited	-	-	-	-	-	-	-	-	-	-	0.64	1.82
<b>Salary</b>												
-Pranav Goel	-	-	-	-	-	-	5.52	4.91	-	-	-	-

Note – 1: Includes amount of Rs. 112.97 lakhs of earlier year 2016-17, charged to the Statement of Profit and Loss during the current year based on the approval of the Ministry of Corporate Affairs, Government of India.

### C. Year end balances with related parties-

(Amounts in ₹ Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Loans and Advances given</b>		
Amulet Technologies Limited (Subsidiary Company)	1,361.00	1,361.00
Pantec Devices Private Limited, (Investing party)	39.41	37.39
<b>Other Advances</b>		
Sanjeev Goel, Managing Director	26.82	112.97

### 27.4 Accounting Standard 19 - 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 ranging from 0-1 year 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	For the year ended March 31, 2018 (Rs.)	For the year ended March 31, 2017 (Rs.)
Lease payments recognized in the Statement of Profit and Loss	74.71	159.84

Non-cancellable operating lease rentals payable (minimum lease payments) under these leases are as follow:-

(Amounts in ₹ lakhs)

Particulars	March 31, 2018	March 31, 2017
Payable within one year	0.25	7.88
Payable between one and five years	-	-
Payable after five years	-	-
<b>Total</b>	<b>0.25</b>	<b>7.88</b>

### 27.5 Earnings Per Share(EPS)

Earnings Per Share	Year ended March 31, 2018	Year ended March 31, 2017
Net (Loss) / Profit as per Statement of Profit and Loss (Rs. in lakhs)	(3,028.40)	36.30
Basic/Diluted weighted average number of equity shares outstanding during the year	18,366,250	18,366,250
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic/Diluted Earnings per Share (Rs.)	(16.49)	0.20

**28. Disclosures required as per Reserve Bank of India 'Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016', to the extent as applicable to the Company.**

### 28.1 Capital funds, risk assets/ exposure and risk asset ratio (CRAR)

Items	As at March 31, 2018	As at March 31, 2017
CRAR (%)	37.64%	31.55%
CRAR - Tier I capital (%)	37.24%	31.02%
CRAR - Tier II capital (%)	0.40%	0.53%

## 28.2 Investments

Particulars	March 31, 2018	March 31, 2017
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	-	-

## 28.3 Assets Liability Management Maturity pattern

Maturity pattern of certain items of assets and liabilities as at March 31, 2018									
	Up to 30/31 days (one month)	Over one month & upto 2 month	Over 2 months & upto 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
<b>Liabilities</b>									
Borrowings	12922.28	723.25	278.32	1299.56	1967.38	3026.12	-	-	20,216.91
<b>Assets</b>									
Advances #	9288.62	781.20	702.78	2013.92	3672.83	4992.19	6144.44	1254.94	28,850.92
Investments	-	-	-	-	-	-	-	34.14	34.14

# Advances comprise of loans (principal portion), net of collateral money received and provision for non-performing assets.

## 28.4 Statement on exposure to Real Estate Sector

Category	As at March 31,2018	As at March 31,2017
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	5,221.75	10,568.19
(ii) Commercial Real Estate –		

Category	As at March 31,2018	As at March 31,2017
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 shall also include non-fund-based limits	4,727.26	9,919.53
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures –		
a. Residential,	-	-
b. Commercial Real Estate.	-	-
<b>Total exposure to Real Estate Sector</b>	<b>9,949.01</b>	<b>20,487.72</b>

## 28.5 Exposure to Capital Market

(Amount in ₹ lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(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)		
<b>Total</b>	<b>34.14</b>	<b>34.14</b>

## 28.6 Provisions and Contingencies

(Amount in ₹ lakhs)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Statement of Profit and Loss	For the year ended March 31, 2018	For the year ended March 31, 2017
Provision towards depreciation on Investments	-	-
Provision towards NPA	1,463.12	813.96
Provision / (Reversal) made towards Income Tax (including Deferred Tax)	(340.19)	101.53
Other provisions and contingencies	-	-
Provision / (Reversal) for Standard Assets	(135.61)	(147.28)

## 28.7 Concentration of Advances, Exposures and NPAs

### 28.7.1 Concentration of Advances

(Amount in ₹ lakhs)

Particulars	March 31, 2018	March 31, 2017
Total Advances to twenty largest borrowers	5,883.08	7,586.41
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	14.75%	11.91%

### 28.7.2 Concentration of Exposure

(Amount in ₹ lakhs)

Particulars	March 31, 2018	March 31, 2017
Total Advances to twenty largest borrowers	7,476.62	7,339.83
Percentage of Advances to twenty largest borrowers to Total Exposers of the NBFC	9.18%	14.12%

### 28.7.3 Concentration of NPAs (Gross Exposure)

(Amount in ₹ lakhs)

Particulars	March 31, 2018	March 31, 2017
Total Exposures to top four NPA accounts	1,087.72	1,582.64

### 28.7.4 Sector-wise NPAs

Sector	Percentage of NPA to total Advances in that Sector (2017-18)	Percentage of NPA to total Advances in that Sector (2016-17)
Industry	16.05%	7.59%
Services	5.59%	1.81%
<b>Total Non-Priority Sector Lending (a)</b>	<b>21.64%</b>	<b>9.40%</b>
Industry	11.07%	6.55%
Services	1.84%	0.95%
<b>Total Priority Sector Lending(b)</b>	<b>12.91%</b>	<b>7.50%</b>
<b>Total (a+b)</b>	<b>34.55%</b>	<b>16.91%</b>

**Notes:** 1. The Sector wise NPA detail has been given for the sector/category, based on the categorization and the required information available in the loan records maintained by the Company.

2. For calculating above percentages, restructured assets which are less than 90 days overdue and not recognized as NPA (as per RBI guidelines), have been included as they are reported under Substandard assets.

## 28.7.5 Movement of NPAs

(Amount in ₹ lakhs)

Particulars	Year 2017-18	Year 2016-17
(i) Net NPAs to Net Advances (%)	34.55%	16.91%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	13,768.90	9,838.25
(b) Additions during the year	5,983.93	5,449.60
(c) Reductions during the year	3,457.29	1,518.95
(d) Closing balance	16,295.54	13,768.90
(iii) Movement of Net NPAs		
(a) Opening balance	11,001.23	7,884.54
(b) Additions during the year	3,676.34	4,329.59
(c) Reductions during the year	2,612.83	1,212.90
(d) Closing balance	12,064.74	11,001.23
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	2,767.67	1,953.72
(b) Provisions made during the year	2,307.58	1,120.01
(c) Write-off / write-back of excess provisions	844.45	306.06
(d) Closing balance	4,230.80	2,767.67

Note:-NPA includes restructuring amounting to Rs 434.46 lakhs (Previous year Rs. 521.88 lakhs) and provision thereon Rs. 130.34 lakhs (Previous year Rs. 156.56 lakhs).

## 28.8 Disclosure of Restructured accounts

(Amount in ₹ lakhs)

Sl No	Type of Restructuring	Under CDR Mechanism			Under SME Debt Restructuring Mechanism			Others			Total			
		Asset Classification												
		Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	
1	Restructured Accounts as on April 1, 2017	No. of borrowers	-	-	-	-	-	-	-	13	-	-	13	-
		Amount outstanding (net of collateral)	-	-	-	-	-	-	-	521.88	-	-	521.88	-
		Provision there on	-	-	-	-	-	-	-	156.56	-	-	156.56	-
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding (net of collateral)	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-
3	Up gradation to restructured standard category during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-	-	-

Sl No	Type of Restructuring	Under CDR Mechanism			Under SME Debt Restructuring Mechanism			Others			Total		
	Asset Classification Details	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful
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	Down gradations of restructured accounts during the year	No. of borrowers	-	-	-	-	-	-	1	-	-	1	-
	Amount outstanding	-	-	-	-	-	-	-	74.13	-	-	74.13	-
	Provision there on	-	-	-	-	-	-	-	22.24	-	-	22.24	-
6	Write-offs of restructured accounts during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-
	Provision there on	-	-	-	-	-	-	-	-	-	-	-	-
7	Restructured Accounts as on March 31, 2018	No. of borrowers	-	-	-	-	-	-	12	-	-	12	-
	Amount outstanding (net of collateral)	-	-	-	-	-	-	-	434.46	-	-	434.46	-
	Provision there on#	-	-	-	-	-	-	-	130.34	-	-	130.34	-

# The closing balance of restructured accounts represents amounts outstanding as at March 31, 2018 (net of repayments made as at year end)..

## 28.9 Customer Complaints

(a) No. of complaints pending at the beginning of the year	01
(b) No. of complaints received during the year	07
(c) No. of complaints redressed during the year	08
(d) No. of complaints pending at the end of the year	00

## 28.10 Miscellaneous

**(i) Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded**

During the year, the Company has not exceeded SBL & GBL limits as prescribed under NBFC Regulation.

**(ii) The Company does not deal with advances for which intangible securities such as charge over the rights, licence, authority etc. have been taken.**

**(iii) Registration obtained from other financial sector regulators**

The Company has not obtained any registration from any other financial sector regulators.

**(iv) Disclosure of Penalties imposed by RBI and other regulators**

No penalty has been imposed by the RBI or any other regulator during the year.

**(v) Ratings assigned**

Particulars	Year 2017-18	Year 2016-17
(a) Non-Convertible Debentures	CARE BB	CARE BBB-
(b) Other Bank Loan facilities	CARE BB	CARE BBB-/CRISIL BBB-

**(vi) Remuneration of Directors (Non-executive)**

*Amount in ₹ lakhs)*

Particulars	2017-18	2016-17
Sitting Fees	Rs. 2.68 Lakhs	Rs. 1.40 Lakhs
Professional Fee	-	Rs. 3.50 lakhs

**(vii) The following disclosures are not required / applicable, as no such transaction / activity was conducted by the Company during the year.**

- (a) Long-term contracts including derivative contracts, for which there were any material foreseeable losses.
- (b) Securitization/Reconstruction / Assignments deal.
- (c) Sale / Purchase of financial assets to Securitization / Reconstruction Company for Assets Reconstruction.
- (d) Hedged foreign currency exposure, Forward Rate Agreement / Interest Rate Swap.

**(viii) Schedule to the Balance Sheet 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**

**28.11** 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. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
*Partner*  
Membership No.: 092529

**Sanjeev Goel**  
*Managing Director*  
DIN No. 00028702

**S.K. Goel**  
*Director*  
DIN No. 00963735

**Puneet Sehgal**  
*Company Secretary*  
Membership No.: ACS: 12557

**Puhup Srivastav**  
*Chief Financial Officer*

Place: New Delhi  
Date: May 24, 2018

## 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.

(Amount in ₹ lakhs)

Particulars		As at		As at	
Liabilities side:		March 31, 2018		March 31, 2017	
1	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(a)	Debentures:				
	Secured	-	-	600.71	-
	Unsecured	-	-	-	-
	(Other than falling within the meaning of public deposits)				
(b)	Deferred credits	-	-	-	-
(c)	Term loan	6,890.65	-	14,496.33	-
(d)	Inter corporate loans and borrowings	4.33	-	167.68	-
(e)	Commercial paper (net of un-amortized discount on issue)	-	-	-	-
(f)	Other loans :				
	Working capital demand loans from banks	404.27	-	4,188.48	-
	Cash credit/overdraft from banks	12,917.66	-	14,928.05	-
	<b>Total</b>	<b>20,216.91</b>	<b>-</b>	<b>34,381.25</b>	<b>-</b>

2	Assets side:	Amount outstanding	Amount outstanding
	Break-up of loans and advances including bills receivables (other than those included in (4) below):	As at March 31, 2018	As at March 31, 2017
(a)	Secured #	33,323.22	58,900.18
(b)	Unsecured #	3,552.00	3,135.28
	<b>Total</b>	<b>36,875.22</b>	<b>62,035.46</b>

# 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 other assets counting towards AFC activities	As at March 31, 2018	As at March 31, 2017
(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	-	-

4	Break-up of investments	Amount outstanding As at March 31, 2018	Amount outstanding As at March 31, 2017
<b>Current investments:</b>			
<b>1</b>	<b>Quoted:</b>		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (please specify)	-	-
<b>2</b>	<b>Unquoted:</b>		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (please specify)	-	-
<b>Long term investments:</b>			
<b>1</b>	<b>Quoted:</b>		
	(i) Shares:	-	-
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (please specify)	-	-
<b>2</b>	<b>Unquoted:</b>		
	(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)	-	-
	<b>Total</b>	<b>34.14</b>	<b>34.14</b>

5 Borrower group wise classification of all assets financed as in (2) and (3) above :						
Category	Amount net of provisions			Amount net of provisions		
	As at March 31, 2018			As at March 31, 2017		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1 Related Parties:						
(a) Subsidiaries	-	1,361.00	1,361.00	-	1,361.00	1,361.00
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	39.41	39.41	-	37.39	37.39
2 Other than related parties	33,323.22	2,151.59	35,474.81	58,900.18	1,736.89	63,669.62
<b>Total</b>	<b>33,323.22</b>	<b>3,552.00</b>	<b>36,875.22</b>	<b>58,900.18</b>	<b>3,135.28</b>	<b>62,035.46</b>

6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
Category	As at March 31, 2018		As at March 31, 2017	
	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	25.00	25.00
(b) Companies in the same group	-	-	-	-
(c) Other related parties	1.16	1.16	1.16	1.16
2 Other than related parties	7.98	7.98	7.98	7.98
<b>Total</b>	<b>34.14</b>	<b>34.14</b>	<b>34.14</b>	<b>34.14</b>

7 Other information		As at March 31, 2018	As at March 31, 2017
(i) Gross Non-Performing Assets#			
(a) Related parties		-	-
(b) Other than related parties		16,295.54	13,768.90
(ii) Net Non-Performing Assets ##			
(a) Related parties		-	-
(b) Other than related parties		12,064.74	11,001.24
(iii) Assets acquired in satisfaction of debts (net of provisions)			
		-	-

# These are unquoted shares and the fair value/NAV thereof is not less than their book value.

## Note:-NPA includes restructuring.



# Consolidated Financial Statements

## 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 "Holding Company"), and its Subsidiary 'Amulet Technologies Limited' (the Holding Company and its Subsidiary together referred as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and the 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 of the requirements of 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 the accounting principles generally accepted in India, including the Accounting Standards ("AS") specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

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 the assets of the Group 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 design, implementation and maintenance of adequate internal financial controls, 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 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 auditors' 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. An audit also includes evaluating the appropriateness of the 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 other auditor in terms of their report referred to in 'Other Matters' paragraph 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 aforesaid 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, 2018, their consolidated losses and their consolidated cash flows for the year ended on that date.

### Other Matters

We did not audit the financial statements and other financial information, in respect of Subsidiary Company, namely Amulet Technologies Limited, whose financial statements reflect total assets of Rs. 1,262.33 lakhs as at March 31, 2018, and total revenues of Rs. Nil, loss of Rs. 14.67 lakhs and cash outflow of Rs. 0.02 lakhs for the year ended on that date, as considered in the consolidated financial statements.

These financial statements and other information have been audited by other auditor whose report has been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far it relates to the amounts and disclosures included in respect of the said Subsidiary and our report in terms of Section 143(3), in so far it relates to the said Subsidiary is based solely on the report of the said auditor.

Our opinion on the consolidated financial statements, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 purposes 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 consolidated financial statements have been kept so far as appears from our examination of those books and report of the other auditor.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant 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 ("AS") specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

- (e) On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2018, taken on record by their Board of Directors, and the report of the statutory auditor of the Subsidiary company not audited by us, none of the directors of the Holding Company and its Subsidiary company, is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements and operating effectiveness of such controls of the Holding Company, and of the Subsidiary Company, not audited by us (as reported by its auditor), refer to our separate report in Annexure-‘A’; and
- (g) 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 the Consolidated financial position of the Group – Refer Note 24 to the consolidated financial statements;
  - ii. The Group has not entered into any long-term contracts including derivative contracts.
  - iii. There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N

**Pawan K. Gupta**  
Partner  
Membership Number: 092529  
Place : New Delhi

Dated: May 24, 2018



## Annexure-‘A’ to the Independent Auditors’ Report

**(Referred to in ‘paragraph - f’ of the independent auditors report of even date on the consolidated financial statements of Intec Capital Limited for the year ended March 31, 2018)**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Intec Capital Limited (“the Holding Company”) and its Subsidiary (the Holding Company and its Subsidiary together referred as “the Group”) for the year ended 31st March, 2018, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the “Guidance Note on Audit of Internal Financial Controls Over Financial Reporting” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Act.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its Subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the Subsidiary namely Amulet Technologies Limited, is based on the corresponding report of the auditor of the said Company.

Our opinion is not modified in respect of above matter.

For **S.P. CHOPRA & CO.**  
Chartered Accountants  
Firm Regn. No. 000346N

**Pawan K. Gupta**  
Partner  
Membership Number: 092529

Place : New Delhi

Dated: May 24, 2018

## Consolidated Balance Sheet as at March 31, 2018

(All amounts in Indian Rupees (₹) in lakhs)

	Note No.	As at March 31, 2018	As at March 31, 2017
<b>Equity and Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,836.63	1,836.63
Reserves and Surplus	4	11,843.31	14,573.39
		<b>13,679.94</b>	<b>16,410.02</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	5	3,473.57	7,939.98
Other Long-term Liabilities	6	0.34	336.10
Long-term Provisions	7	603.00	939.50
		<b>4,076.91</b>	<b>9,215.58</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	13,321.93	19,116.53
Other Current Liabilities	9	4,400.54	9,202.30
Short-term Provisions	10	3,766.78	2,112.17
		<b>21,489.25</b>	<b>30,431.00</b>
<b>Total</b>		<b>39,246.10</b>	<b>56,056.60</b>
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	11		
- Tangible		1,357.85	988.96
- Intangible		44.40	65.70
- Capital work in progress		6.81	76.63
Non Current Investments	12	9.14	9.14
Deferred Tax Assets (net)	13	1,340.81	1,000.62
Long-term Loans and Advances	14	13,076.42	27,196.10
Other Non-Current Assets	15	1,468.84	918.16
		<b>17,304.27</b>	<b>30,255.31</b>
<b>Current Assets</b>			
Cash and Bank Balances	16	1,303.89	1,469.41
Short-term Loans and Advances	17	20,275.60	23,705.37
Other Current Assets	18	362.34	626.51
		<b>21,941.83</b>	<b>25,801.29</b>
<b>Total</b>		<b>39,246.10</b>	<b>56,056.60</b>
<b>Significant Accounting Policies</b>	1 & 2		
<b>Other Notes</b>	24 to 27		

As per our report of even date attached

**For S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018

## Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in Indian Rupees (₹) in lakhs)

	Note No.	For period ended March 31, 2018	For period ended March 31, 2017
<b>Revenue</b>			
Revenue from Operations	19	5,338.13	9,571.91
Other Income	20	686.96	175.74
<b>Total revenue</b>		<b>6,025.09</b>	<b>9,747.65</b>
<b>Expenses</b>			
Employee Benefits Expense	21	921.08	1,056.75
Finance Costs	22	3,431.83	5,460.24
Depreciation and Amortisation	11	65.29	70.26
Other Expenses	23	4,990.15	3,024.14
<b>Total expenses</b>		<b>9,408.35</b>	<b>9,611.39</b>
<b>(Loss)/Profit before tax</b>		<b>(3,383.26)</b>	<b>136.26</b>
<b>Tax expense</b>			
- Current tax		-	(194.48)
- Deferred tax credit		340.19	108.00
- Earlier year/s Tax		-	(15.05)
		<b>340.19</b>	<b>(101.53)</b>
<b>(Loss)/Profit after tax</b>		<b>(3,043.07)</b>	<b>34.73</b>
Earning per equity share	27.5		
- Basic		(16.57)	0.19
- Diluted		(16.57)	0.19
Significant Accounting Policies	1 & 2		
Other Notes	24 to 27		

As per our report of even date attached

**For S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018

## Consolidated Cash Flow Statement for the year ended 31 March 2018

(All amounts in Indian Rupees (₹) in lakhs)

Particulars	For year ended March 31, 2018	For year ended March 31, 2017
<b>Cash flow from operating activities</b>		
<b>(Loss) / Profit before tax</b>	<b>(3,383.26)</b>	<b>136.26</b>
<b>Adjustments for:</b>		
Depreciation and amortisation	65.29	70.26
Provision for sub-standard and doubtful assets	1,463.12	813.96
Provision for standard assets	(135.61)	(147.28)
Provision for doubtful advances	1.95	-
Liabilities no longer required written back	368.01	-
Loss on sale of fixed assets (net)	1.88	4.71
Bad Loans written off	2,568.26	912.86
Other advances / recoverables written off	15.21	5.58
<b>Operating profit before working capital changes</b>	<b>964.85</b>	<b>1,796.35</b>
<b>Movement in working capital:</b>		
Decrease/(Increase) in loans and advances	14,964.05	15,140.39
Decrease/(Increase) in current and non current assets	(23.53)	473.85
Increase/(Decrease) in current and non current liabilities	(1,602.21)	(1,289.47)
Decrease/(Increase) in other bank balances	(37.24)	194.36
Increase/(Decrease) in short-term and long-term provisions	(8.44)	(16.52)
<b>Cash from operations</b>	<b>14,257.48</b>	<b>16,298.96</b>
Taxes paid	(262.98)	(451.56)
<b>Net cash from operating activities (A)</b>	<b>13,994.50</b>	<b>15,847.39</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(421.56)	(11.00)
Proceeds from sale of property, plant and equipment	389.63	5.77
<b>Net cash from investing activities(B)</b>	<b>(31.93)</b>	<b>(5.23)</b>
<b>Cash flow from/ (used in) financing activities</b>		
Dividend paid (including tax thereon)	-	(55.27)
Repayment of commercial papers	-	(1,000.00)
Repayment/proceeds of cash credits facilities	(5,794.60)	(3,921.71)
Repayments of secured loans	(8,206.40)	(10,259.96)
Repayment of unsecured loans	(163.35)	(625.16)
<b>Net cash from/ (used in) financing activities (C)</b>	<b>(14,164.35)</b>	<b>(15,862.10)</b>
Net increase in cash and cash equivalents (A+B+C)	(201.78)	(19.94)
Cash and cash equivalents at the beginning of the year	297.60	317.54
Cash and cash equivalents at the end of the year	95.82	297.60

## Consolidated Cash Flow Statement for the year ended 31 March 2018

(All amounts in Indian Rupees (₹) in lakhs)

Particulars	For year ended March 31, 2018	For year ended March 31, 2017
Notes:		
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS) - 3 'Cash Flow Statements' notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014, as amended.		
Cash and cash equivalents in the balance sheet comprises of Cash in hand and Cash at bank.		
- Cash on hand	15.79	40.21
- Cheques, drafts on hand	-	10.00
- In current accounts	80.03	247.39
	95.82	297.60
Significant Accounting Policies	1 & 2	
Other Notes	24 to 27	

As per our report of even date attached

**For S. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018



## Notes to Consolidated financial statements for the year ended March 31, 2018

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

### 1. General Information

Intec Capital Limited ('the Holding Company') incorporated in India on February 15, 1994, was registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated May 4, 1998 in the name of Intec Securities Limited. Subsequently, due to change in name of the Holding Company, the Holding Company received a revised Certificate of Registration ('CoR') in the name of Intec Capital Limited on November 4, 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 Holding Company is primarily engaged in the business of providing machinery loans to Small and Medium Enterprises ('SME') customers.

The Holding Company, has one Subsidiary company namely Amulet Technologies Limited ('the Subsidiary'), incorporated in India, which has the objectives of providing consultancy, advisory and the related services in the area of Information technology, however, it is yet to commence business.

The accompanying Consolidated Financial Statements relate to Intec Capital Limited ('the Holding Company') and its Subsidiary Company (together referred to as "the Group").

### 2. Basis of preparation of Consolidated Financial Statements:

The Consolidated financial statements have been prepared and presented to comply in accordance 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 the Companies (Accounting Standards) Amendment Rules, 2016 and other accounting principles generally accepted in India (GAAP) and as per the directions and guidelines issued by Reserve Bank of India to the extent applicable to Systemically Important Non-Deposit taking NBFC ('NBFC Regulation'). The notified Accounting Standards (AS) are followed by the Group insofar as they are not inconsistent with the NBFC Regulation.

The Consolidated Financial Statements have been prepared on the following basis:-

#### Basis of Accounting:

- (i) The financial statements of the Subsidiary Company are drawn up to the same reporting date as of the Holding Company.
- (ii) The Consolidated Financial Statements of the Group have been prepared in accordance with Accounting Standard 21 "Consolidated Financial Statements" (the 'AS 21') notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.

#### Principles of Consolidation:

- (i) The financial statements of the Holding Company and its Subsidiary 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 in accordance with Accounting Standard – 21 on "Consolidated Financial Statements".
- (ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent

possible, in the same manner as the Holding Company's separate financial statements except as otherwise stated in the Significant Accounting Policies.

- (iii) The difference between the costs of investments in the Subsidiary over the net assets at the time of acquisition of shares in the subsidiaries is recognized in Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be.

The Consolidated Financial Statements of the Holding Company includes the results of following entity:

Name of Company	Proportion (%) of Shareholding as on March 31, 2018	Proportion(%) of Shareholding as on March 31, 2017
Amulet Technologies Limited, India	100%	100%

### 3. Significant Accounting Policies

#### 3.1 Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, estimates are evaluated based on historical experience and on various other assumptions that are believed to be reasonable, the results of which forms the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from those estimates. Any revision to estimates or difference between the actual result and estimates are recognised in the period in which the results are known/ materialised.

#### 3.2 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 90 days, after setting-off of collateral amounts. Suspended income on such accounts is recognized as and when collected.
- (iii) Processing fees and other servicing fees is recognized as income on accrual basis.
- (iv) Dividend income on investments is accounted for as and when the right to receive the same is established.
- (v) 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 / securitization is recognized upfront.
- (vi) Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (vii) Income on account of overdue interest and bouncing, foreclosure and penal charges, and servicing fees on assignment of loans is recognized on receipt basis, as a consistent practice considering that the same are not material transactions.



### 3.3 Property Plant and Equipment

- (i) Property, plant and equipment 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.
- (ii) Subsequent expenditure related to an item of property, plant and equipment 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 property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Consolidated Statement of Profit and Loss for the period during which such expenses are incurred.
- (iii) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit and loss when the asset is derecognized.
- (iii) Property, plant and equipment which are not ready for intended use as on the date of Consolidated Balance Sheet are disclosed as "Capital work-in-progress".

### 3.4 Depreciation

- (i) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. Immovable assets at the leased premises including civil works, fixtures and electrical items etc. are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of two years.
- (ii) The useful lives in the following case is different from those prescribed in Schedule II of the Companies Act, 2013.

Asset	Useful life as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful life as assessed / estimated by the Company (No. of Years)
Electrical installations	10	8

Based on usage pattern, internal assessment and technical evaluation carried out by the technicians, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

- (iii) Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

### 3.5 Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Group and the costs of the assets can be measured reliably. Intangible assets comprising computer software are carried at cost less amortization. Computer software including improvements are amortised over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years.

### 3.6 Investment

Investments that are readily realizable 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 realized within 12 months after the reporting date is also presented under 'current assets' as "current portion of long-term investments".

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 quoted price / fair value. Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the consolidated statement of profit and loss.

### 3.7 Loan

Loans are stated at the amount advanced, as reduced by the amount received / repaid, the loans assigned and collateral money received from borrowers, up to the balance sheet date. 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.

### 3.8 Sale of asset portfolios by way of assignment / securitization

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

### 3.9 Employee Benefits:

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

(i) 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 recognized in the Consolidated Statement of Profit and loss in the period in which the employee renders the related service.

(ii) Other long term employee benefits:

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service of employment subject to restriction on the maximum number of accumulation. The Holding 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.

(iii) 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.

(iv) Defined benefit plans:

The Holding Company's gratuity scheme is a defined benefit plan. The plan provides for a



lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of 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 recognizes 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 consolidated Balance Sheet date, having maturity period approximating to the terms of related obligations. Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

### 3.10 Provision for standard, sub-standard and doubtful assets

The Holding Company makes provision for standard and non-performing assets (sub-standard and doubtful assets) in accordance with the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets i.e. sub-standard and doubtful assets. In accordance with these Directions, the Holding Company has separately shown the said provision under short term / long term provisions (as applicable) without netting off from loans.

### 3.11 Current and deferred tax

- (i) Current tax is determined based on the amount of tax payable, calculated as per provisions of Income Tax Act, 1961, in respect of taxable income for the year.
- (ii) Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent years.
- (iii) Provision for taxation for the period(s) is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.
- (iv) Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the consolidated balance sheet date and at each such date, the Company re-assesses unrecognized deferred tax assets, if any.
- (v) Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amount and there is intention to settle the assets and the liabilities on a net basis.
- (vi) Deferred tax assets and liabilities are offset when there is a legally enforceable rights to set off assets against liabilities representing the current tax and where the deferred tax and liabilities relate to taxes on income levied by the same governing taxation laws.

### 3.12 Provision, contingent liabilities and contingent assets

The Group recognizes 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 consolidated 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 recognized in the consolidated 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 recognized in the period in which the change occurs.

### **3.13 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.

### **3.14 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 recognized as an expense in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term.

### **3.15 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.

### **3.16 Impairment of Assets**

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impaired loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

### **3.17 Current versus non-current classification**

The Group has classified all its assets/liabilities into current / non-current portion based on the time frame of 12 months from the date of consolidated financial statements. Accordingly assets/liabilities expected to be realized /settled within 12 months from the date of consolidated financial statements are classified as current and other assets/ liabilities are classified as non-current.

#### 4. Share capital

(Amount in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Authorised share capital</b>		
<b>Equity shares:</b>		
35,000,000 (previous year : 35,000,000) equity shares of Rs. 10 each	3,500.00	3,500.00
<b>Preference shares:</b>		
1,500,000 (previous year : 1,500,000) preference shares of Rs. 100 each	1,500.00	1,500.00
	<b>5,000.00</b>	<b>5,000.00</b>
<b>Issued, subscribed and fully paid-up shares</b>		
<b>Equity shares:</b>		
18,366,250 (previous year : 18,366,250) equity shares of Rs.10 each fully paid up	1,836.63	1,836.63
<b>Total</b>	<b>1,836.63</b>	<b>1,836.63</b>

#### Note:

#### 4.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
Balance at the beginning of the year	18,366,250	1,836.63	18,366,250	1,836.63
<b>Balance as at end of the year</b>	<b>18,366,250</b>	<b>1,836.63</b>	<b>18,366,250</b>	<b>1,836.63</b>

#### 4.2 Rights, preferences and restrictions attached to each class of shares

The Holding Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. All Equity Shares are entitled to receive dividend as declared from time to time. The voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Group in proportion of their shareholding.

#### 4.3 Detail of shareholders holding more than 5% of the aggregate shares in the Holding Company:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	% age of share holding	Number of shares	% age of share holding
<b>Equity Shares</b>				
Pantec Devices Private Limited	4,497,264	24.49	4,497,264	24.49
India Business Excellence Fund-IIA	3,646,142	19.85	3,646,142	19.85
India Business Excellence Fund-II	2,284,356	12.44	2,284,356	12.44
Pantec Consultant Private Limited	1,453,771	7.92	1,453,771	7.92
Sanjeev Goel (Including shares held in Escrow account)	1,244,464	6.77	1,244,464	6.77

## 5. Reserves and Surplus

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Securities premium account</b>		
As per last account	8,843.84	8,843.84
Statutory reserve as per Section 45-IC of RBI Act (refer note 4.1)		
Balance as at the beginning of the year	1,415.96	1,408.70
Add: Amount transferred during the year	-	7.26
<b>Balance as at the end of the year</b>	<b>1,415.96</b>	<b>1,415.96</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	4,313.59	4,341.45
Add: Asset restated which was written-off earlier	312.99	-
Less: Dividend paid for previous year	-	45.97
Less: Tax on Dividend paid	-	9.36
Less / (Add): Loss / (Profit) for the year	3,043.07	(34.73)
Surplus available for appropriation	1,583.51	4,320.85
Less: Appropriations		
-Transfer to reserve under section 45-IC of RBI Act	-	7.26
<b>Balance as at the end of the year</b>	<b>1,583.51</b>	<b>4,313.59</b>
<b>Total reserves and surplus</b>	<b>11,843.31</b>	<b>14,573.39</b>

5.1 As per Section 45-IC of the Reserve Bank of India Act, 1934 ('RBI Act'), every NBFC is required to transfer a sum not less than twenty percent of its net profit for the year to the 'Statutory Reserve as per Section 45-IC of RBI Act'. As during the year there is no profit, there is no transfer to the said reserve, (previous year Rs. 7.26 lakhs being 20% of the net profit was transferred to the said reserve).

## 6. Long term Borrowings

(Amounts in ₹ lakhs)

Particulars	Short Term		Long Term	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
<b>Secured</b>				
Term Loan:				
- from banks	2,672.81	5,826.00	3,418.30	6,998.96
- from financial institutions	744.27	871.56	55.27	799.81
Non Convertible Debentures	-	600.71	-	-
<b>Unsecured</b>				
Inter Corporate Deposits	4.33	26.47	-	141.21
<b>Total</b>	<b>3,421.41</b>	<b>7,324.74</b>	<b>3,473.57</b>	<b>7,939.98</b>
Less: Amount shown under Other Current Liabilities (refer note 9)	3,421.41	7,324.74	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,473.57</b>	<b>7,939.98</b>

## 6.1 Details / disclosure of the borrowings as at March 31, 2018:

### Maturity pattern

(Amounts in ₹ lakhs)

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
<b>Term Loans</b>					
<b>(i) Secured by hypothecation of loan receivables</b> (also refer note- 5.2 and 5.3.1)					
for loans taken from banks# (Remaining installments payable-8 to 75)	2,587.73	2,029.26	1,099.65	281.98	<b>5,998.62</b>
for loans taken from financial institutions# (Remaining installments payable- 5 to 13)	731.84	53.24	-	-	<b>785.08</b>
<b>(ii) Secured by hypothecation of loan receivables and fixed deposits</b> (also refer note- 5.2 and 5.3.1)					
for loans taken from banks# (Remaining installments payable-5)	83.33	-	-	-	<b>83.33</b>
<b>(iii) Secured by hypothecation of car</b>					
for loans taken from banks and financial institutions# (Remaining installments payable-26-54) (also refer note- 5.3.1)	14.18	3.95	2.07	3.42	<b>23.62</b>
<b>Total</b>	<b>3,417.08</b>	<b>2,086.45</b>	<b>1,101.72</b>	<b>285.40</b>	<b>6,890.65</b>
<b>Inter Corporate Deposits</b> (Unsecured loans) ## (also refer note- 5.3.2)	<b>4.33</b>	-	-	-	<b>4.33</b>
<b>Total</b>	<b>3,421.41</b>	<b>2,086.45</b>	<b>1,101.72</b>	<b>285.40</b>	<b>6,894.98</b>

# repayable on equitable monthly and quarterly installments

## repayable at the time of maturity along with interest accrued

## 6.2 Loans also guaranteed by directors and other parties

- - loan of Rs. 6,119.99 lakhs secured by personal guarantee of managing director and lien on fixed deposits of Rs. 89.67 lakhs.
- - loan of Rs. 83.33 lakhs secured by personal guarantees of managing director and relative of managing director and corporate guarantee of 'Bubble Infosolutions Private Limited (company in which managing director of the Company is a director)
- - loan of Rs. 663.70 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)

## 6.3 Rate of interest (range):

6.3.1 Interest rates on above secured loans range between 11.25%- 13.55% per annum

6.3.2 Interest rates on above unsecured loans range between 7%- 8.37% per annum

## 6.4 Details / disclosures of borrowings as at March 31, 2017:

### Maturity pattern

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
<b>Term Loans</b>					
<b>(i) Secured by hypothecation of loan receivables (also refer note- 5.5 and 5.6.1)</b>					
for loans taken from banks# (Remaining installments payable-2 to 41)	5,285.43	3,777.04	1,975.00	1,163.51	<b>12,200.98</b>
for loans taken from financials institutions# (Remaining installments payable-17 to 25)	860.00	732.46	53.24	-	<b>1,645.70</b>
<b>(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer note- 5.5 and 5.6.1)</b>					
for loans taken from banks# (Remaining installments payable-4 to 17)	540.91	83.07	-	-	<b>623.98</b>
<b>(iii) Secured by hypothecation of car</b>					
for loans taken from other parties# (Remaining installments payable-26)	11.22	12.43	2.02	-	<b>25.67</b>
<b>Total</b>	<b>6,697.56</b>	<b>4,605.00</b>	<b>2,030.26</b>	<b>1,163.51</b>	<b>14,496.33</b>
Non Convertible Debentures # (Remaining installments payable-5) (Rate of Interest - 12.50% per annum)	600.71		-	-	600.71
Inter Corporate Deposits (Unsecured loans) ## (also refer note- 5.6.2)	26.47	141.21	-	-	167.68
<b>Total</b>	<b>7,324.74</b>	<b>4,746.21</b>	<b>2,030.26</b>	<b>1,163.51</b>	<b>15,264.72</b>

# repayable on equitable monthly and quarterly installments

## repayable at the time of maturity along with interest accrued

### 6.5 Loans also guaranteed by directors and other parties

- loan of Rs. 12,641.34 lakhs secured by personal guarantee of managing director and lien on fixed deposits of Rs. 48.24 lakhs.
- loan of Rs. 333.33 lakhs secured by personal guarantees of managing director and relative of managing director and corporate guarantee of 'Bubble Infosolutions Private Limited (company in which managing director of the Company is a director)
- loan of Rs. 1,495.69 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) .

### 6.6 Rate of interest :

**6.6.1** Interest rates on above secured loans range between 11.45%- 12.30% per annum

**6.6.2** Interest rates on above unsecured loans range between 7%- 8.37% per annum

## 7. Other Long-term Liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Others</b>		
Collateral amount for cases assigned/ securitised	0.34	327.01
Lease equalisation reserve	-	9.09
<b>Total</b>	<b>0.34</b>	<b>336.10</b>

## 8. Long-term Provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for employee benefits: (refer note 27.1)</b>		
- Provision for leave encashment	8.19	13.69
Provisions towards :		
- Standard Assets	81.92	172.91
- Non-Performing Assets	512.89	752.90
<b>Total</b>	<b>603.00</b>	<b>939.50</b>

## 9. Short-term Borrowings

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Secured</b>		
Working Capital loans from Banks	13,321.93	19,116.53
<b>Total</b>	<b>13,321.93</b>	<b>19,116.53</b>

9.1 Working Capital loans from banks are secured by :

- Primary Security- first pari passu charge on present and future receivables of the Company.
- Collateral Security—Fixed deposits of Rs. 1098.44 lakhs (previous year : Rs. 1,337.51 lakhs) lien marked to banks and Immovable properties belonging to promoter & others.
- Personal guarantees of managing director and relative of managing director.
- 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)

9.2 Interest rates on above loans range between 10.60% - 13.55% per annum (previous year : 10.60% - 13.45% per annum).

## 10. Other Current Liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Current maturities of Long term Borrowings (refer note 5)	3,421.41	7,324.74
Interest accrued but not due	18.78	122.30
Payables to employees	21.52	77.92
Amount payable for servicing of assigned / securitised loan portfolio	1.83	19.49
Payable to customers (borrowers)	751.16	1,405.77
Payable to other parties	81.81	115.63
Unclaimed dividend	6.94	7.92
Collateral amount for cases assigned / securitised	13.95	31.12
Lease equalisation reserve	0.25	2.58
Other statutory dues payable	46.73	21.80
Other liabilities	36.16	73.03
<b>Total</b>	<b>4,400.54</b>	<b>9,202.30</b>

10.1 Other liabilities comprise of payables towards miscellaneous and expenses etc.

10.2 There is no amount due and outstanding to be credited to Investor Education & Protection Fund.

10.3 There is no amount outstanding to suppliers under Micro, Small and Medium Enterprises Development Act, 2006 based on available information with the Group.

## 11. Short-term Provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Provision for employee benefits: (refer note 27.1)</b>		
- Provision for leave encashment	1.49	5.42
<b>Provisions towards : (refer note 14.2)</b>		
- Standard Assets	47.35	91.97
- Non-Performing Assets	3,717.94	2,014.78
<b>Total</b>	<b>3,766.78</b>	<b>2,112.17</b>

## 12. Property, Plant and Equipment (refer note a below)

(All amounts in ₹ Lakhs)

Particulars	Gross block			Accumulated depreciation			Net Block		
	As at 1 April 2017	Additions	Deductions/ adjustments	As at 31 March 2018	As at 1 April 2017	Depreciation/ amortisation	Deductions/ adjustments	As at 31 March 2018	As at 31 March 2017
<b>Tangible assets</b>									
Land	888.81	-	-	888.81	-	-	-	888.81	888.81
Building	-	389.62	-	389.62	-	12.34	-	377.28	-
Vehicles	84.29	12.31	-	96.60	39.97	9.70	-	46.93	44.32
Office equipment	39.31	1.47	0.79	39.99	22.87	6.46	0.79	11.45	16.44
Data processing equipments	159.24	4.26	7.63	155.87	139.48	8.69	7.63	15.33	19.76
Furniture and fixtures	19.32	0.15	3.79	15.68	10.39	1.44	2.05	5.90	8.93
Leasehold improvements	39.93	-	-	39.93	38.14	-	-	1.79	1.79
Electric installations	9.58	0.42	0.50	9.50	5.81	1.39	0.38	2.68	3.77
Air conditioners	12.25	-	0.02	12.23	7.12	0.95	0.01	4.17	5.13
Office equipment - Mobile	3.39	4.21	-	7.60	3.38	0.71	-	3.51	0.01
<b>Current Year's Total</b>	<b>1,256.12</b>	<b>412.44</b>	<b>12.74</b>	<b>1,655.82</b>	<b>267.17</b>	<b>41.68</b>	<b>10.86</b>	<b>1,357.85</b>	<b>988.96</b>
Previous Year's Total	1,283.75	6.77	34.40	1,256.12	242.68	48.41	23.93	988.96	1,041.07
<b>Intangible assets</b>									
Computer software	145.10	2.31	0.51	146.90	79.40	23.61	0.51	44.40	65.70
<b>Current Year's Total</b>	<b>145.10</b>	<b>2.31</b>	<b>0.51</b>	<b>146.90</b>	<b>79.40</b>	<b>23.61</b>	<b>0.51</b>	<b>44.40</b>	<b>65.70</b>
Previous Year's Total	140.87	4.23	-	145.10	57.55	21.85	-	65.70	83.32
<b>Capital Work in Progress</b>	<b>76.63</b>	<b>319.80</b>	<b>389.62</b>	<b>6.81</b>	-	-	-	<b>6.81</b>	<b>76.63</b>
<b>Grand Total - Current's Year</b>	<b>1,477.85</b>	<b>734.55</b>	<b>402.87</b>	<b>1,809.53</b>	<b>346.57</b>	<b>65.29</b>	<b>11.37</b>	<b>1,409.06</b>	<b>1,131.29</b>
Grand Total - Previous Year	1,501.25	11.00	34.40	1,477.85	300.23	70.26	23.93	1,131.29	1,201.02

Note - 1. Tangible assets are hypothecated as security against working capital facility (refer note 8)

### 13. Non-Current Investments

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Non-Trade Investments (valued at cost)</b>		
<b>In Equity Shares of :</b>		
<b>Other Companies - Unquoted</b>	-	-
89,890 (previous year : 89,890) equity shares of Rs 10 each of Pantec Devices Private Limited, India - Fully paid up	1.16	1.16
31,830 (previous year : 31,830) equity shares of Rs 10 each of Pantec Consultants Private Limited, India - Fully paid up	1.01	1.01
36,390 (previous year : 36,390) equity shares of Rs 10 each of Intec Worldwide Private Limited, India - Fully paid up	0.86	0.86
217,500 (previous year : 217,500) equity shares of Rs 10 each of Spherical Collection Agency (P) Ltd, India - Fully paid up	1.11	1.11
225,730 (previous year : 225,730) equity shares of Rs 10 each of Intec Share & Stock Brers Limited, India - Fully paid up	2.26	2.26
34,000 (previous year : 34,000) equity shares of Rs 10 each of FIMA Infotech Private Limited, India - Fully paid up	2.30	2.30
176,000 (previous year : 176,000) equity shares of Rs 10 each of Spectacle Advisory Solutions Pvt. Ltd, India - Fully paid up	0.44	0.44
<b>Total</b>	<b>9.14</b>	<b>9.14</b>
Aggregate amount of Quoted Investments	Nil	Nil
Market value of Quoted Investments	Nil	Nil
Aggregate amount of Unquoted investment	9.14	9.14
Aggregate amount of impairment in value of investment	Nil	Nil

### 14. Deferred Tax Assets (Net)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax asset:</b>		
Provision for non-performing assets	1,304.34	904.84
Provision against standard assets	40.03	87.58
Provision for doubtful advances	0.61	-
Variable incentive	1.15	-
Leave Encashment	3.00	6.32
Others	0.07	11.24
	<b>1,349.20</b>	<b>1,009.98</b>
<b>Deferred tax liability:</b>		
Depreciation	2.41	7.02
Others	5.98	2.34
	<b>8.39</b>	<b>9.36</b>
<b>Net Deferred Tax Assets</b>	<b>1,340.81</b>	<b>1,000.62</b>

## 15. Long term Loans and Advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Loans</b>		
- Secured, considered good (refer notes 14.1)	12,146.41	30,270.14
- Unsecured, considered good	2,191.00	1,774.29
- Secured, considered sub-standard and doubtful (refer notes 14.1 and 14.2)	4,232.62	6,577.51
	18,570.03	38,621.94
Less: Collateral money received from borrowers	(5,536.06)	(11,504.47)
	13,033.97	27,117.47
Security deposits	24.14	33.20
Unamortised Loan Processing Charges for Term loans	18.31	45.43
<b>Total</b>	<b>13,076.42</b>	<b>27,196.10</b>

15.1 Secured by hypothecation of specific assets

15.2 The Holding Company makes provision for standard and non-performing assets (sub-standard and doubtful assets) in accordance with the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, and in accordance with these Directions, the Holding Company has separately shown the said provision under Short Term and Long term Provisions (as applicable) without netting off from loans.

## 16. Other Non-Current Assets

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Deposits with Banks (refer not 15.1)	372.38	282.39
Interest accrued but not due on Fixed Deposit	21.39	16.68
Advance Income taxes (net of provision of tax)	692.26	429.28
Interest accrued but not due on unsecured loans	382.81	189.81
<b>Total</b>	<b>1,468.84</b>	<b>918.16</b>

16.1 Subject to first charge as security against the working capital facilities availed from the Banks.

## 17. Cash and bank balances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Cash and cash equivalents</b>		
- Cash on hand	15.79	40.21
- Cheques, drafts on hand	-	10.00
- In current accounts	80.03	247.39
	95.82	297.60

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Other bank balances</b>		
- Deposits with original maturity of more than 3 months and less than 12 months (refer note 16.1)	1,201.13	1,163.89
- In Unpaid dividend account	6.94	7.92
<b>Total</b>	<b>1,303.89</b>	<b>1,469.41</b>

17.1 Fixed deposits of Rs. 726.06 lakhs (Previous year: Rs. 1055.12 lakhs) are subject to first charge as security against the working capital facilities, of Rs. 89.67 lakhs (Previous year: Rs. 48.24 lakhs) are subject to first charge as security against the Term Loan facilities and of Rs. 31.05 lakhs (Previous year: Rs. 60.53 lakhs) are liened with Small Industries Development Bank of India under Credit Delivery Arrangement.

## 18. Short term Loans and Advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Loans (refer notes 14.1 and 14.2)</b>		
- Secured, considered good	9,241.37	17,893.69
- Secured, considered substandard assets doubtful	12,062.92	7,191.39
	21,304.29	25,085.08
Less: collateral money received from Borrowers	(1,127.24)	(1,611.91)
	<b>20,177.05</b>	<b>23,473.17</b>
(Unsecured, considered good)		
Advances to employees	7.35	13.65
Prepaid expenses	24.03	42.54
Other advances (net of provision of Rs. 1.95 lakhs towards doubtful of recovery)	29.72	135.25
Unamortised Loan Processing Charges for Term loans	37.45	37.37
Advance to vendors	-	3.39
<b>Total</b>	<b>20,275.60</b>	<b>23,705.37</b>

## 19. Other Current Assets

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due on loans	228.38	500.57
Other receivables	96.24	103.40
Interest accrued but not due on Fixed Deposit	18.39	15.45
Plan Assets of employee benefits (Net of provision)		
- Gratuity (refer note 27.1)	19.33	7.09
<b>Total</b>	<b>362.34</b>	<b>626.51</b>

## 20. Revenue from Operation

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest on loans	5,057.90	9,108.23
<b>Other financial services income</b>		
Loan processing fee	1.79	121.27
Servicing fee on assignment of loans	6.51	27.55
Income on preclosure of loans	191.16	217.87
Other service fees	80.77	96.99
<b>Total</b>	<b>5,338.13</b>	<b>9,571.91</b>

## 21. Other income

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Interest on fixed deposit with banks	107.50	147.22
Bad debts recovered	200.00	-
Liabilities no longer written back	368.01	-
Miscellaneous income	11.45	28.52
<b>Total</b>	<b>686.96</b>	<b>175.74</b>

## 22. Employee Benefits Expense

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Salaries and wages etc.	871.99	996.49
Contribution to provident and other funds	27.27	38.34
Staff welfare expenses	21.82	21.92
<b>Total</b>	<b>921.08</b>	<b>1,056.75</b>

## 23. Finance costs

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
<b>Interest on :</b>		
- Term loans from banks	1,088.48	1,931.10
- Term loans from financial institutions	139.64	254.23
- Non Convertible Debentures	33.47	240.80
- Working capital loans	1,933.66	2,367.87
- Inter Corporate Deposits	19.75	42.51
- Collateral Money received from borrowers	41.45	293.23
Discount on commercial paper	-	56.30
Processing fees and other bank charges	175.38	274.20
<b>Total</b>	<b>3,431.83</b>	<b>5,460.24</b>

## 24. Other expenses

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Electricity and water	20.10	30.22
Rent (refer note 27.4)	74.71	159.84
Legal and professional	714.34	833.00
Remuneration to Auditors:		
- Statutory Audit Fee	5.62	9.00
- Tax Audit	1.00	0.75
- Limited Reviews	2.00	6.75
- Other Fees	0.05	4.75
- Reimbursement of Expenses	0.25	2.15
Rates and taxes	11.43	12.83
Collection charges	17.02	85.21
Repair and maintenance - others	33.94	49.45
Staff recruitment and training	2.32	22.33
Communications	26.49	41.30
Travelling and conveyance	65.75	96.11
Business Promotion Expenses	35.29	20.35
Provisions on Loans: (refer note 14.2)		
- on standard assets	(135.61)	(147.28)
- on substandard and doubtful assets	1,463.12	813.96
Bad loans written off	2,568.26	912.86
Other advances / recoverables written off	15.21	5.58
Provision for doubtful other advances / recoverables	1.95	-
Corporate Social Responsibilities (refer note 26)	2.50	4.83
Loss on sale of property, plant and equipment (net)	1.88	4.71
Miscellaneous expenses	62.53	55.44
<b>Total</b>	<b>4,990.15</b>	<b>3,024.14</b>

## 25. Contingent Liabilities

(a) Few customers / borrowers of the Company have filed legal cases for various claims against the Company. The management has reviewed these pending litigations and proceedings and does not expect any material outflow / reimbursement.

### (b) Corporate guarantee:

- (i) Amulet Technologies Limited (Subsidiary Company) has given corporate guarantee of Rs. 15,663.70/- lakhs (Previous year: Rs. 41,495.69 lakhs) to various banks for term loans and working capital loans availed by Intec Capital Limited (Holding Company).
- (ii) Issued to Small Industries Development Bank of India under Credit Delivery Arrangement: Rs. 48.08 lakhs



## 26. Commitments

Loan approved but pending disbursement: Rs 38.54 Lakhs (Previous Year: Rs. 54.44 Lakhs).

## 27. Corporate Social Responsibility (CSR):

The Holding Company has constituted a CSR committee as required under Section 135 of the Companies Act, 2013, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The CSR Committee had approved the CSR Policy and also identified the broad areas of CSR activities which it propose to carry out viz. Child Education and Women Empowerment. During the year, the Holding Company made serious deliberations and chose the CSR programs which would be undertaken on a long term and continuous basis. Such programs will benefit communities where the Holding Company operates or likely to operate and create goodwill for the Holding Company. The detail of the amount spent during the year is as under:

(Amounts in ₹ lakhs)

	Amount spent during the current year ended March 31, 2018	Amount pending for spending as at March 31, 2018	Total Amount
- Gross Amount required to be spent during the year			14.88
- Amount spent during the year:			
a. Construction/acquisition of any asset	-	-	-
b. Contribution to Trusts / NGOs / Societies	2.50	-	2.50

## 28. Accounting Standards Disclosures

### 28.1 Accounting Standard 15 (Revised) - Employee Benefits

#### (a) Defined Benefit plans:

**Gratuity :** Payable on separation as per the Payment of Gratuity Act, 1972 as amended @ 15 days pay, for each completed year of service to Holding Company eligible employees who render continuous service of 5 years or more. The Holding Company's liability towards Gratuity is funded / managed by a trust, which invests the funds with Life Insurance Corporation of India (LIC).

#### (b) Other Long Term Benefit:

**Compensated Absences :** Employees of the Holding Company are entitled to accumulate their earned/privilege leave up to a maximum of 30 days which can be availed/utilized in coming years/s, while in service. During the year the amount of Rs. 9.42 lakhs, (previous year: Rs. 5.46 lakhs) has been credited in the consolidated statement of profit and loss towards reversal of the excess provision based on actuarial valuation.

#### (c) Defined Contribution plan:

Holding Company's employees are covered by Provident Fund and Employees State Insurance Scheme/Fund, to which the Holding Company makes a defined contribution measured as a fixed percentage of salary. During the year, amount of Rs. 29.33 lakhs (Previous Year: Rs. 47.14 lakhs) has been charged to the Consolidated Statement of Profit and Loss towards employer's contribution to these schemes/funds as under:

(Amounts in ₹ lakhs)

	Year ended March 31, 2018	Year ended March 31, 2017
Employer's contribution towards Provident Fund (PF)	25.78	45.60
Employer's contribution towards Employees State Insurance (ESI)	3.55	1.54

**(d) Other disclosures of Defined Benefit plan (Gratuity) as required under AS 15 are as under:-**

(Amounts in ₹ lakhs)

	Year ended March 31, 2018	Year ended March 31, 2017
<b>A) Reconciliation of benefit obligations and plan assets</b>		
<b>Opening defined benefit obligation</b>	48.60	68.42
Current service cost	5.29	10.84
Interest cost	3.59	5.40
Actuarial losses/ (gains)	(16.73)	(22.50)
Benefits paid	(13.40)	(13.56)
<b>Closing defined benefit obligation</b>	<b>27.35</b>	<b>48.60</b>
<b>Change in the fair value of plan assets</b>		
Opening fair value of plan assets	55.69	65.16
Expected return on plan assets	4.73	5.54
Actuarial gains/ (losses)	(1.63)	(1.93)
Contributions paid by employer	1.29	0.47
Benefits paid	(13.40)	(13.56)
<b>Closing fair value of plan assets</b>	<b>46.68</b>	<b>55.69</b>
<b>B) Reconciliation of present value of the obligations and the fair value of the plan assets</b>		
Present value of funded obligations	27.35	48.60
Fair value of plan assets	46.68	55.69
<b>Net asset to be recognised in Balance Sheet</b>	<b>19.33</b>	<b>7.09</b>
<b>C) Gratuity cost for the year:</b>		
Current service cost	5.29	10.84
Interest cost	3.59	5.40
Expected return on plan assets	(4.73)	(5.54)
Net actuarial losses / (gain) recognised in year	(15.10)	(20.57)
<b>Net gratuity cost / (income) to be recognised in Statement of Profit and Loss</b>	<b>(10.95)</b>	<b>(9.87)</b>

## Experience adjustments:

(Amounts in ₹ lakhs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Experience gain/ (loss) adjustments on plan liabilities	4.24	24.83	16.28	15.37	16.39
Experience gain/ (loss) adjustments on plan assets	(1.63)	(1.93)	(1.51)	(0.47)	0.54

## Investment details of the plan assets

100% of the plan assets are with the LIC'S Managed funds.

## Actuarial 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. Principal assumptions used for actuarial valuation are:

Assumptions	Year ended March 31, 2018	Year ended March 31, 2017
<b>Method used</b>	<b>Projected unit credit method</b>	
Discount rate	7.60%	7.40%
Salary Escalation	6.00%	10.00%
<b>Mortality Rate</b>	<b>IALM (2006-08)</b>	
Withdrawal rate	7.5%	7.5%
Rate of return on plan assets	7.71%	8.51%

## 28.2 Accounting Standard 17 - Segment Reporting:

The Holding Company is primarily engaged only in the business of providing loans to Small and Medium Enterprises ('SME') customers and has no overseas operations / units and as such and Subsidiary Company is yet to start its operations, therefore no segment reporting is required under Accounting Standard 17 - Segment Reporting.

## 28.3 Accounting Standard 18 - Related Parties

### A. List of Related Parties and relationships, having transactions during the year

#### (a) Key Management Personnel

Sanjeev Goel, Managing Director

#### (b) Relative of Key Management personal

Pranav Goel, Son of Sanjeev Goel, Managing Director

Ritika Goel, Wife of Sanjeev Goel, Managing Director, and Independent Director of Holding Company (upto November 08, 2017)

#### (c) Enterprises over which key Management Personnel exercises significant influence

Bubble Info Solutions Private Limited

#### (d) Enterprises over which relative of key management exercises significant influence

Intec Infonet Private Limited

**(e) Investing party in respect of which the reporting enterprise is an associate**

Pantec Devices Private Limited

**Note: Related party relationship is as identified by the Company and relied upon by the Auditors.**

**B. Transactions with Related Parties**

Nature of Transaction	Investing Company in which the reporting enterprise is an associate		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	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
<b>Remuneration</b>										
Sanjeev Goel (refer note – 1 below)	-	-	242.97	17.03	-	-	-	-	-	-
<b>Interest on loans</b>										
- Pantec Devices Private Limited	2.25	2.25	-	-	-	-	-	-	-	-
<b>Maintenance charges paid</b>										
- Intec Infonet Private Limited	-	-	-	-	-	-	-	-	0.64	1.82
<b>Salary</b>										
- Pranav Goel	-	-	-	-	5.52	4.91	-	-	-	-

**Note – 1 :** Includes amount of Rs. 112.97 lakhs of earlier year 2016-17, charged to the Consolidated Statement of Profit and Loss during the current year based on the approval of the Ministry of Corporate Affairs, Government of India.

**C. Year end balances with related parties-**

(Amounts in ₹ Lakhs)

	As at March 31, 2018	As at March 31, 2017
<b>Loans and Advances given</b>		
Pantec Devices Private Limited, (Investing party)	39.41	37.39
<b>Other Advances</b>		
Sanjeev Goel, Managing Director	26.82	112.97

**28.4 Accounting Standard 19 - 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 ranging from 0-1 year 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.

(Amounts in ₹ Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Lease payments recognized in the Consolidated Statement of Profit and Loss	74.71	159.84

**Non-cancellable operating lease rentals payable (minimum lease payments) under these leases are as follow:-**

(Amounts in ₹ Lakhs)

	March 31, 2018	March 31, 2017
Payable within one year	0.25	7.88
Payable between one and five years	-	-
Payable after five years	-	-
<b>Total</b>	<b>0.25</b>	<b>7.88</b>

### 28.5 Earnings Per Share(EPS)

Earnings Per Share	Year ended March 31, 2018	Year ended March 31, 2017
Net (Loss) / Profit as per Consolidated Statement of Profit and Loss (Rs. in lakhs)	(3,043.07)	34.73
Basic/Diluted weighted average number of equity shares outstanding during the year	18,366,250	18,366,250
Nominal value of Equity Share (Rs.)	10.00	10.00
<b>Basic/Diluted Earnings per Share (Rs.)</b>	<b>(16.57)</b>	<b>0.19</b>

28.6 At the year end, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

28.7 There is no unhedged foreign currency exposure during the year.

### 28.8 Salient Features of financials of Subsidiary Company as per the Companies Act, 2013:

(Amounts in ₹ Lakhs)

Sl. No.	Particulars	Subsidiary (Amulet Technologies Limited) (Refer Note Below)
1.	Reporting period of the subsidiary concerned, if different from the Holding Company's reporting period	N.A.
2.	Share Capital	25.00
3.	Reserves & Surplus	(126.65)
4.	Total Assets	1,262.33
5.	Total Liabilities	1,364.04
6.	Investments	Nil
7.	Turnover /Total Income	--
8.	(Loss) before tax	(14.67)

Sl. No.	Particulars	Subsidiary (Amulet Technologies Limited) (Refer Note Below)
9.	Provision for tax	--
10.	(Loss) after tax	(14.67)
11.	Proposed Dividend	--
12.	% of shareholding	100%

**Note:** The Subsidiary has yet to start its commercial operations.

## 28.9 Additional information pursuant to Schedule III of Companies Act, 2013

(Amounts in ₹ Lakhs)

Name of Entity	Net Assets i.e. Total Assets minus Total Liabilities		Share in (Loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount
<b>Parent / Holding :</b>				
Intec Capital Limited	100.93	13,806.59	99.50	(3,028.40)
<b>Subsidiary:</b>				
Amulet Technologies Limited	(0.93)	126.65	0.48	(14.67)

28.10 There are no material differences in the accounting policies of the Holding Company and its Subsidiary.

28.11 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. P. Chopra & Co.**  
Chartered Accountants  
Firm Registration No. 000346N

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

**Pawan K. Gupta**  
Partner  
Membership No.: 092529

**Sanjeev Goel**  
Managing Director  
DIN No. 00028702

**S.K. Goel**  
Director  
DIN No. 00963735

**Puneet Sehgal**  
Company Secretary  
Membership No.: ACS: 12557

**Puhup Srivastav**  
Chief Financial Officer

Place: New Delhi  
Date: May 24, 2018

Dear Member,

Invitation to attend the 24th Annual General Meeting (AGM)

You are cordially invited to attend the 24th Annual General Meeting of the Members of the Company to be held on Tuesday 25th September 2018 at 11:15 A.M. at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110019.

The Notice of the Meeting containing the business to be transacted is enclosed herewith as per Section 108 of the Companies Act, 2013 read with the related rules and regulations 44 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, The Company is pleased to provide its members to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith

Yours truly

For **Intec Capital Limited**

**Puneet Sehgal**

Company Secretary

ACS-12557

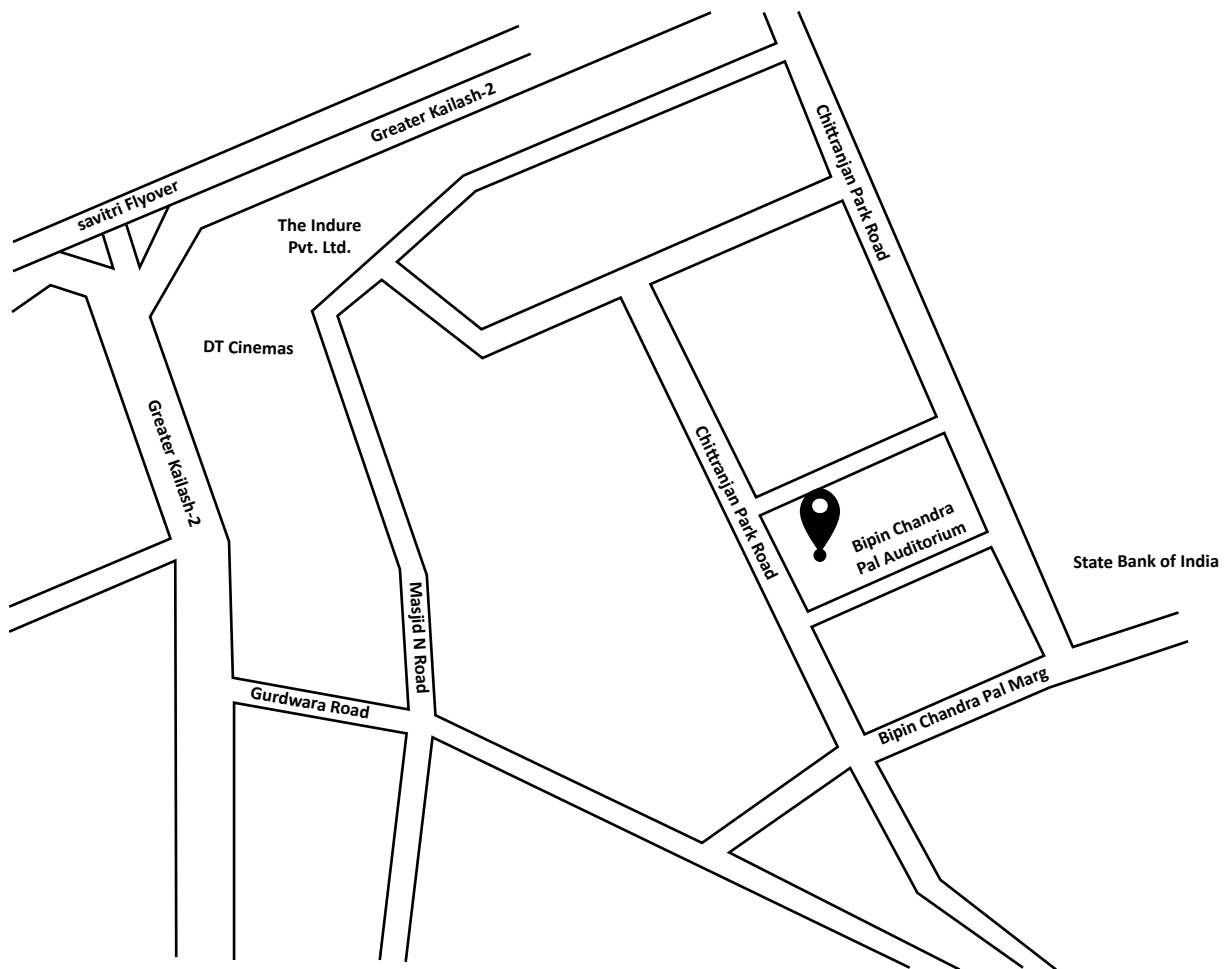
**Enclosures**

1. Notice of 24th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Proxy Form
4. Attendance Slip

### Route Map to the Venue of the AGM

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

Telephone: 011 4107 2278



Notice is hereby given that 24rd annual general meeting of members of Intec Capital Limited will be held on Tuesday 25th September 2018 at 11: 15 am at B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019 to transact the following business: -



CIN – L74899DL1994PLC057410

Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019

www.inteccapital.com | complianceofficer@inteccapital.com

## ORDINARY BUSINESS

### Item no. 1 – Adoption of financial statements

To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and report of Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution

- (a) “RESOLVED that the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 and reports of Board of Directors Auditors thereon laid before this meeting, be and are hereby considered and adopted”.
- (b) “RESOLVED that the Audited Consolidated Financial statements of the Company for the Financial Year ended on 31st March, 2018 along with reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted”.

### Item no. 2 –Re-appointment of Director liable to retire by rotation

To appoint a director in place of Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, pass the following resolutions as an Ordinary Resolution

“RESOLVED that pursuant to provisions of section 152 of the Companies Act, 2013, Mr. Sanjeev Goel (DIN: 00028702) Managing Director who retires by rotation at this meeting offer himself for re-appointment, be and is hereby re-appointed as Managing Director, liable to retire by rotation who was appointed Managing Director for a period of five (5) years from 1st April 2015 till 31st March 2020 which was approved by shareholders by passing Special Resolution on 8th May 2015 vide postal ballot notice dated 2nd April 2015 and his re-appointment shall not tantamount to break in the tenure of appointment as Managing Director and all other terms and conditions of the appointment shall also remains unchanged.”

## SPECIAL BUSINESS

### Item no. 3 – Revision in overall borrowing powers of the Company in terms of Section 180(1) (c) of the Companies Act, 2013:

To consider and approve the Authority to Board of Directors or Delegated Committee of Board or Delegated Authority to borrow in terms of Section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder and in this regards, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT

1. “RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on **07th November, 2014 vide postal ballot notice dated 22nd August 2014**, and subject to the provisions of the Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and other applicable laws, rules,

regulations, circulars as amended from time to time, the consent of members of the Company be and is hereby accorded to 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, 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 Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and provided further that the total amount of such loans / borrowings shall not exceed at any time Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only) EXCLUDING interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

2. The Board of Directors or delegated committee or delegated authority be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.
3. All actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

#### **Item no. 4 – Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013:**

To consider and approve the Authority to Board of Directors or Delegated Committee of Board or Delegated Authority to create mortgage / charge on assets of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 read with rules made thereunder for securing the Borrowings of the company availed / to be availed from time to time in terms of section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT

1. “RESOLVED THAT in supersession of the earlier Resolution passed by the Members through postal ballot on 07th November, 2014 vide postal ballot notice dated 22nd August 2014, and subject to the provisions of the Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, and other applicable laws, rules, regulations, circulars as amended from time to time, consent of the members of the Company be and is hereby accorded to 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) 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 Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crores only) and provided further that the total amount of such loans/borrowings shall not exceed at any time Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only) EXCLUDING interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

2. The Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any of the Directors or any other officer of the Company to give effect to the above resolution.
3. The Board of Directors or delegated committee or delegated authority of the Company be and is hereby Authorised to finalise the documents for creating mortgages, charges, hypothecations and to accept any alterations, changes, variations in terms and conditions and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.
4. All actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

**Item no. 5 –Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022**

To consider and approve remuneration to be payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022 as per limits as prescribed in section 197 of Companies Act 2013 or wherever applicable shall be within the limits as prescribed in Schedule-V of the Companies Act, 2013, or wherever limits of 11% is crossed or limits of schedule-V is crossed then subject to the approval of Central Government in conformity with Companies Act, 2013 provided maximum remuneration payable is Rs. 150 Lacs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT

1. Superseding all earlier resolution, pursuant to the provisions of Section 197 & 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and

subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, superseding all earlier resolutions, on recommendation of Nomination and Remuneration Committee (NRC) and approval of the Board, the Approval of the Members be and is hereby accorded for payment of Remuneration to Mr. Sanjeev Goel, Managing Director for the three (3) Financial Years i.e. for Financial Year 2019 – 2020, 2020-21 and 2021-2022 to the extent of 5% of Net Adjusted Profit **subject to maximum of Rs. 150 Lacs per annum including salary, all allowances and perquisites but does not include the sitting fees and other reimbursements** and while paying such remuneration it may exceed the limits of 5% of Net Adjusted Profit as at end of respective Financial Year as prescribed in second proviso of Section 197 of the Companies Act, 2013 and shall be within the limits of 11% of Net Adjusted Profit for that respective financial year however it shall also be within the limits as fixed by the shareholders in ensuing 24th Annual General Meeting and wherever Schedule – V is applicable it shall be within the limits as prescribed in Schedule – V of the Companies Act, 2013 based on Effective Capital as at the beginning of respective Financial Year. If the salary so payable exceeds the 11% limits as prescribed in Section 197 or limits as prescribed in schedule-V wherever applicable, then the same will be subject to such necessary approvals, permission as may be required including prior approval of Central Government or approval of Central Government for waiver of recovery of excess remuneration paid to Mr. Sanjeev Goel, Managing Director for that respective Financial Year.

2. Any of the Directors of the Company and Company Secretary of the company, be and are hereby singly and/or jointly authorized to sign necessary forms and returns as may be necessary / required to be filed with The Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution.”
3. Any of the Directors of the Company and Company Secretary of the company, be and are hereby singly and/or jointly authorized to sign necessary forms and returns as may be necessary / required to be filed with The Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, deed and things as may be deemed necessary to give effect to the foregoing resolution.”

Registered Office:

701, Manjusha Building 57,  
Nehru Place,  
New Delhi-110019  
CIN:L74899DL1994PLC057410

by order of Board of Directors  
For Intec Capital Limited

**Puneet Sehgal**

Company Secretary  
Membership No: ACS12557

Place: New Delhi  
Date: 28th August 2018



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

### **Explanatory Statement to Item No. 3**

#### **Limits of Borrowing u/s 180(1) (c) of the Companies Act, 2013**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, borrow in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account apart from the temporary loans, obtained or to be obtained from its bankers/ financial institutions in the ordinary course of business.

Your Company had sought and obtained the approval of members through postal ballot on 7th November 2014 vide Postal Ballot Notice dated 22nd August 2014 to borrow monies together with monies already borrowed upto aoverall limit of Rs.1500 Crores.

Now, the Board be authorized to borrow money in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account such that the total amount so borrowed shall not exceed Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only).

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (c) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting and recommends the Resolution as set out in the accompanying AGM Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

### **Explanatory Statement to Item No. 4**

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, sell, lease, mortgage and/or charge the immovable and movable properties of the Company whosoever situated, present and future to or in favor of lenders/ financial institutions/ banks for borrowings by the Company.

Our Company had sought and obtained the approval of members on 7th November 2014 vide Postal Ballot Notice dated 22nd August 2014 to mortgage/ charge immovable and movable assets of the Company up to overall limit of Rs. 1500 Crores.

Now, the Board be authorized to borrow money in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account such that the total amount so borrowed shall not exceed Rs. 15,00,00,00,000/- (Rupees One Thousand and Five Hundred Crores only).

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (a) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting and recommends the Resolution as set out in the accompanying AGM Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

#### **Explanatory Statement to Item No. 5**

Mr. Sanjeev Goel was re-appointed as Managing Director of the Company by shareholders by way of postal ballot on 8th May 2015 vide postal ballot dated 2nd April 2015 for a period of 5 years starting from 1st April, 2015 and ending on 31st March, 2020.

Your Director is desirous that his valuable services may be continued to be utilized for the benefit of the Company. Mr. Goel is a Chartered Accountant and holds a Master's Degree in International Finance from the University of IOWA. The profile of Mr. Goel is available at company website viz. [www.inteccapital.com](http://www.inteccapital.com)

Mr. Sanjeev Goel is a founder and Promoter Director and is actively associated with the development of the Company from its inception. The shareholder of the company in its Annual general meeting on 24th September 2016 had approved the remuneration the remuneration of Mr. Sanjeev Goel Managing Director as Rs. 150 Lacs per Annum under the companies Act 2013 for three (3) the Financial Years viz. 2015 – 16, 2016 – 2017 and 2017 – 2018.

Now company has asked the approval of shareholders for proposed remuneration for three (3) the Financial Years viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 by superseding its earlier resolution of members passed on 8th May 2015.

Accordingly, necessary information is as follows:

The information as required under Schedule V to the Companies Act, 2013 is as under:-

### **I. General Information:**

Nature of Industry: Providing Financial Services

Date of commencement of commercial operation: The Company was incorporated on 15th February, 1994 as Intec Securities Private Limited

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial Performance: (Rs. in Lacs)

S. N.	Particulars	2017-18	2016-17	2015-2016	2014-15
1	Total Income	6025.09	9747.65	13172.59	13802.27
2	Total Expenditure	9393.68	9609.82	12177.93	12836.85
3	Profit/(Loss) before Tax	-3368.59	137.83	994.66	965.42
4	Profit/(Loss) after Tax	-3028.40	36.30	643.02	643.24

Now company has asked the approval of shareholders for proposed remuneration in three (3) the Financial Years viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 by superseding all its earlier resolutions.



## II. Information About the Appointee:

(1) Background Details: Mr. Sanjeev Goel, aged 54 years, is a Fellow member of Institute of Chartered Accountants of India and has done MBA from University of IOWA (USA). He has total work experience of 24 years in the financial sector.

(2) Past remuneration:

During the financial year ended 31st March, 2018, Mr. Sanjeev Goel has drawn Rs.130.00 Lacs (Rupees One Hundred Thirty Lacs Per) per annum.

During the financial year ended 31st March, 2017, the Company has obtained the shareholder's ratification approval for payment of managerial remuneration upto 11% of the limits as specified under section 197 and 198 of the Companies Act, 2013 ("the Act") and an amount of Rs. 17.03 lakhs is charged to statement of Profit & Loss account for year ended March 31, 2017 as a managerial remuneration. Pending approval from the Central Government for payment of excess managerial remuneration of Rs. 112.97 lakhs over and above 11% of the limits as specified under section 197 and 198 of the Act, the excess amount paid is shown as an advance to the Managing Director and the Company is in process of recovering the same.

Subsequently, on 1st August 2017, we had received the much awaited approval from Ministry of Corporate Affairs (MCA), Govt. of India related to Managing Director remuneration starting from 1st April 2016 till 31st March 2019 with clarification that company can pay the remuneration based on effective capital of the company.

- Assuming Intec Effective Capital is 100 crores and above but less than 250 crores, then remuneration can be paid is upto Rs. 240 Lacs;
- Assuming Intec Effective Capital is Rs. 5 crores or above but less than 100 crores, then remuneration can be paid is upto Rs. 168 Lacs;
- Assuming Intec Effective Capital is Rs. Negative or less than Rs. 5 crores, then remuneration that can be paid is upto Rs. 64 Lacs.

(3) Job profile and his suitability, recognition or awards: Mr. Sanjeev Goel is Chartered Accountant by qualification and is contributing and advising on the corporate, legal and financial affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company. Under his superior efforts and pragmatic leadership the Company has progressed steadily.

(4) Remuneration Proposed: The proposed remuneration is Rs. 150 Lacs (Rupees One Hundred Lacs Only) per annum (same is set out in the Special Resolution in the Notice of this ensuing Annual General Meeting).

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Sanjeev Goel and the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to managerial position in other Companies.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any: Besides, the remuneration proposed, Mr. Sanjeev Goel does not have any other pecuniary relationship either with the Company or with its Managerial Personnel.

## III. Other Information

(1) Reasons of loss or inadequate profits: There is loss during Financial year ended 31<sup>st</sup> March 2018.

(2) Steps taken or proposed to be taken for improvement: NA

(3) Expected increase in productivity and profits in measurable terms: With political clarity emerging, the business and customer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow its retail business.

#### IV. DISCLOSURE:

(1) The disclosure on remuneration package payable to the Managing Director contained in the above Notice.

(2) The Additional information is given in Corporate Governance report

On the recommendation of the Nomination Committee, the Board of Directors in its meeting held on Tuesday 28th August 2018 had approved the remuneration payable to Mr. Sanjeev Goel, Managing Director for the three (3) financial year's viz. Financial Year 2019 – 2020, 2020-21 and 2021-2022 for the maximum amount of Rs. 150 Lacs per annum (One Hundred and Fifty Lacs) as set out in the special resolution of this ensuing Annual General Meeting for the approval of shareholders subject to Central Government Approval, wherever applicable.

The Board is of the opinion that remuneration to Mr. Sanjeev Goel, Managing Director Aged 54 years is properly justified, considering his contributions in the growth of the Company as explained above, and in terms of the Provisions of the Companies Act, 2013 a special resolution for his appointment is proposed. In his capacity as Managing Director, Mr. Goel is managing the day to day business and financial operations of the Company with the purpose of increasing shareholder value ; manage the efficient operations of the Company and coordinate effective interaction between the Company's various structural divisions and departments, ensuring the proper development and improvement of their performance; work to improve the Company's performance; growth of sales and profit, quality and competitiveness of the Company's product, product compliance with world standards, growth of domestic (and world) market share; and satisfying customer demands; or such other roles and responsibilities as may be assigned to him by the Board from time to time.

This statement may also be regarded as a disclosure under SEBI (LODR), 2015 of the Listing Agreement with the Stock Exchanges.

The Shareholding details of Mr. Sanjeev Goel, Managing Director as on 31<sup>st</sup> March 2018

Name of shareholder	No. of shares held	%age of shares held
Sanjeev Goel	644464	3.51
(Escrow account)- India Business Excellence Fund-II	600000	3.27

The Board of Directors recommends the passing of the Special Resolutions contained in Item no.5 of the accompanying Notice for the approval by Shareholders.

None of the Directors / KMP's of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Sanjeev Goel Managing Director. Mr. Sanjeev Goel being interested director cannot chair the meeting for this business transaction.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.



## Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

2. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on Wednesday 27th September 2017 for a first block of five (5) years to hold office from the conclusion of 23rd Annual General Meeting scheduled to be held in Calendar Year 2017 till conclusion of 28th Annual General Meeting scheduled to be held in Calendar Year 2022 for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2017-2018 till Financial Year 2021-2022..
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorized under the said Board resolution to attend and vote on their behalf at the meeting.
4. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip/ proxy form enclosed herewith to attend the meeting.
7. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. As company is not contemplating any events for which Register of Members and Share Transfer Books is required to be closed for the Annual General Meeting for the financial year ended 31st March 31, 2018.

13. The Board of Director has not recommended any dividend for the Financial Year 2017-18. The Company has not declared any dividend for FY 2016-17 ended on 31st March 2017
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts.
15. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Beetal Financial and Computer Services Private limited, Beetal House, 3rd Floor, Madangir, Near Dada Harsukhdas Mandir, New Delhi-110019.
16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has not declared any dividend in Financial Year ended 31st March 2017. Hence, list of unpaid and unclaimed dividend is not required to be uploaded on the Company's website ([www.intecapital.com](http://www.intecapital.com)) and on the website of the Ministry of Corporate Affairs. However, the company has uploaded, list of unpaid and unclaimed dividend from FY-2005-2006 till 2015-16 on the Company's website ([www.intecapital.com](http://www.intecapital.com)) and on the website of the Ministry of Corporate Affairs
17. Members wishing to claim dividends, which have remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
18. With a view to using natural resources responsibly, members who have not registered / updated their e-mail addresses with RTA i.e., Beetal Financial and Computer Services Private Limited ("Beetal"), if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
19. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
20. The Annual Report 2017-18, the Notice of the 24th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
21. Members may also note that the Notice of the 24th AGM and the Intec Capital Limited Annual Report 2017-18 will be available on the Company's website, [www.inteccapital.com](http://www.inteccapital.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days i.e. 11.00 a.m. to 2.00.p.m. Members who require communication



in physical form in addition to e communication, or have any other queries, may write to us at :  
complianceofficer@inteccapital.com

22. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
23. Members holding shares in physical mode:
  - a) Are required to submit their Permanent Account Number (PAN) to the Company / Beetal (RTA), as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
  - b) Are advised to make nomination in respect of their shareholding in the Company. Nomination form (SH-13) is made available on the Company's website at the following link (<http://inteccapital.com/investors/investor-information/nomination-form/>)
24. Members holding shares in electronic mode:
  - a) Are required to submit their Permanent Account Number (PAN) to their respective DPs with whom they are maintaining their demat accounts, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
  - b) Are advised to contact their respective DPs for availing the nomination facility.
25. Relevant documents referred to in the Notice are open for inspection by the members at the Company's registered office during normal business hours on working days (i.e. 11.00 a.m-2.00 p.m.) up to the date of the AGM. The aforesaid documents will be also available for inspection by members at the Meeting.
26. Instructions for electronic voting
  - (i) Log on to the e-voting website [www.evotingindia.com](http://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](http://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> <p>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.</p> <p>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.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Intec Capital Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) The E-voting facility shall be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period from 11:00 a.m. till 5:00 p.m.:

E-voting Details	Day and Date
Commencement of E-voting	Saturday 22nd September, 2018
End of E-voting	Monday 24th September, 2018

E-voting shall not be allowed beyond 5.00 p.m. on 24th September, 2018. 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 18th September, 2018.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## Intec Capital Limited

CIN – L74899DL1994PLC057410

Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019

www.inteccapital.com | complianceofficer@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 – Form No. MGT-11]

#### 24th Annual General Meeting – Tuesday 25th September 2018

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 / he
3. Name: ..... Address: .....  
E mail Id: ..... Signature: .....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Tuesday 25th September 2018 at 11.15 AM at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
	Number of Shares Held	For	Against
<b>Ordinary Business – Ordinary Resolution</b>			
Item 1 (a): To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon			
Item 1 (b): To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and report of Auditors thereon			
Item no. 2 Re-appointment of Director liable to retire by rotation			
<b>Special Business – Special Resolution</b>			
Item no. 3 Revision in overall borrowing powers of the Company in terms of Section 180(1) (c) of the Companies Act, 2013			
Item no. 4 Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1) (a) of the Companies Act, 2013			
Item no. 5 Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022			

Signed this ..... day of ..... 2018

.....  
Signature of the member

.....  
Signature of the proxy holder(s)

Affix a  
Re.1/- Revenue  
Stamp

**Notes:**

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against, column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member







CIN – L74899DL1994PLC057410  
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 www.inteccapital.com | complianceofficer@inteccapital.com

## BALLOT POLL PAPER – 24th ANNUAL GENERAL MEETING

S. No.	Particulars	Details
1.	Name of the First Named Shareholder/ Proxy Holder (IN BLOCK LETTER)	
2.	Postal address	
3.	Registered Folio/ DP-ID-Client ID No.  (Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity shares of Rs.10/- each
5.	No of Shares Held	

I, hereby exercise my vote in respect of the Resolution by recording my assent or dissent to the said resolution in the following manner:

Resolutions		I assent to the resolution ('For')	I dissent from the resolution ('Against')
<b>Ordinary Resolution</b>			
Item 1 (a):	To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon		
Item 1 (b):	To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and report of Auditors thereon		
Item no. 2	Re-appointment of Director liable to retire by rotation		
<b>Special Resolution</b>			
Item no. 3	Revision in overall borrowing powers of the Company in terms of Section 180 (1) (c) of the Companies Act, 2013		
Item no. 4	Creation of Mortgage/Charge on the assets of the Company in terms of Section 180(1) (a) of the Companies Act, 2013		
Item no. 5	Approve the Remuneration payable to Mr. Sanjeev Goel, Managing Director for three (3) Financial Years i.e. from Financial 2019 – 2020, 2020 – 2021 and 2021 - 2022		

Place: New Delhi

Date: .....

-----  
 (Signature of the shareholder/ proxy holder)

**Note:**

- Signature of shareholder/ proxy holder should be as per specimen Registered/ recorded with Company / Depository.
- Any cutting/ overwriting on this polling paper should be signed by the shareholder/ Proxy holder.
- Shareholder/ Proxy holder may exercise their votes either by putting 'X' or indicating number of shares in the appropriate column against the resolution indicated in the box.
- Number of shares held will be reckoned as per records of the Bank/ company as on record date Tuesday 18th September 2018.











Sapne Aapke, Bharosa Apno ka