

INCAP LIMITED

BOARD OF DIRECTORS

Sri. C.Bhagavantha Rao (DIN : 00218713)
Smt. C.Neelima (DIN : 02737481)
Sri. P.Ram Rao (DIN : 00137511)
Smt. P.Himabindu (DIN : 06605646)

Managing Director
Whole-time Director
Director
Director

AUDITORS

M/s.Purnachandra Rao & Co.,
Chartered Accountants,
Sivalayam Street,
Gowrisankarapuram,
GUDIWADA – 521301,
Andhra Pradesh.

BANKERS

State Bank of India,
Patamata Branch,
VIJAYAWADA – 520007,
Andhra Pradesh.

REGISTERED OFFICE & FACTORY

INCAP LIMITED

CIN : L32101AP1990PLC011311
1-58, Nidamanuru
VIJAYAWADA – 521104.
Krishna District,
Andhra Pradesh.

REGISTRARS & SHARE TRANSFER AGENTS (PHYSICAL & DEMAT):

M/s. VENTURE CAPITAL & CORPORATE INVESTMENTS PRIVATE LIMITED

12-10-167, Bharat Nagar,
HYDERABAD – 500 018,
Telangana.

Tel : 91-866-2842479, 2842571, 2841147
Fax : 91-866-2842572
Email : vjwincap@bsnl.co.in
URL : www.incaplimited.com

Tel : **91-40-23818475, 476**
Fax : **91-40-23868024**
Email : info@vccilindia.com

INCAP LIMITED

NOTICE

Notice is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of **M/s. INCAP LIMITED**(CIN: L32101AP1990PLC0 11311) will be held on Saturday, the 23rd September, 2017 at 12.00 Noon at the Registered Office of the company at 1-58, Nidamanuru, Vijayawada – 521104, Krishna District, Andhra Pradesh to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. P.Himabindu (DIN : 06605646) who retires at this meeting and being eligible offers herself for re-appointment.
3. To declare dividend for the year 2016-2017.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(2) and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, M/s. K.V.V. Prasad & Co. (FRN:002758S) be and are hereby appointed as Statutory Auditors of the Company for a period of 3 years from conclusion of 27th Annual General Meeting until the conclusion of 30th Annual General Meeting, in place of M/s.Purnachandra Rao & Co., the retiring auditors at such

remuneration as may be decided by the Board of Directors from time to time, subject to ratification as to the said appointment at every Annual General Meeting".

"RESOLVED FURTHER THAT to give effect to above resolution, Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf".

SPECIAL BUSINESS :

5. Reappointment of Sri C.Bhagavantha Rao, (DIN : 00218713) as Managing Director of the Company of the Company and revision of remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and on recommendation of the Nomination and remuneration committee, consent of the Members be and is hereby accorded to the re-appointment of Sri c.Bhagavantha Rao, (DIN : 00218713) Managing Director of the Company with effect from 01st February, 2017 for a period of 3 years on following remuneration, terms and conditions :

- A. Salary :** Monthly Remuneration of Rs. 1,31,450/-.

INCAP LIMITED

B. Perks & Allowances of Rs.68,550/-

- i. Rent Free Accommodation.
- ii. Medical expenses for Self & Family subject to Ceiling of one months's salary in year or 3 months salary over a period of 3 years.
- iii. LTC - For self and family once in a year in accordance with any rules specified by the company.
- iv. Club Fee : Fee of clubs subject to a max of one club, admission and life membership not allowed.
- v. Personnel Accident Insurance : Premium not to exceed Rs.2000/- per month.
- vi. Entertainment expenses : Reimbursement of entertainment expenses not exceeding Rs.2000/- per month.

"RESOLVED FURTHER THAT the remuneration payable to Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

6. Reappointment of Ms.Neelima Challagulla (DIN : 02737481) as Whole Time Director of the Company and revision of remuneration :

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **SPECIAL RESOLUTION**:

" RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including and statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and on recommendation of the Nomination and remuneration Committee be and is hereby accorded to the re-appointment of Ms.Neelima Challagulla (DIN : 02737481) of the Company with effect from 30th May, 2017 for a period of 3 years on following remuneration, terms and conditions:

A. Salary: Monthly Remuneration of Rs.90,000/-

B. Perks & Allowances of Rs.60,000/-

- i. Rent Free Accommodation.
- ii. Medical expenses for Self & Family subject to ceiling of one month's salary in year or 3 months salary over a period of 3 years.
- iii. LTC - For self and family once in a year in accordance with any rules specified by the company.
- iv. Club Fee : Fee of clubs subject to a max of one club, admission and life membership not allowed.
- v. Personnel Accident Insurance : Premium not to exceed Rs.1000/- per month.

INCAP LIMITED

vi. Entertainment Expenses :
Reimbursement of entertainment expenses not exceeding Rs.1000/- per month.

" RESOLVED FURTHER THAT the remuneration payable to Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

" RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution".

By Order of the Board
For INCAP LIMITED

C.BHAGAVANTHA RAO
MANAGING DIRECTOR
DIN : 00218713

VIJAYAWADA
29th July, 2017

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND A PROXY NEED NOT BE A MEMBER.
2. The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the meeting.
3. Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
4. The Register of Members and Share Transfer books of the company will remain closed from 16th September, 2017 to 19th September, 2017 (Both days inclusive) for the purpose of Annual General Body meeting for the year ended 31st March, 2017.
5. The dividend if any declared at this meeting will be paid to those members, whose names appear in the Register of Members of the company as on 15th September, 2017.
6. The Notice of the AGM along with the Annual Report 2016-2017 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the AGM along with the Annual Report is also available for download on the

INCAP LIMITED

- website of the company www.incaplimited.com. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with link in time/Depositories.
7. Relevant documents/agreements referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during the business hours upto the date of the meeting.
 8. In case of Joint Holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.
 9. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 10. Members / proxies should bring the attendance slips duly filled in for attending the meeting.
 11. Voting Through Electronic Means:-
 - (i) In accordance with applicable provisions of the Listing Agreement and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 27th Annual General Meeting of the company. The company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.
 - (ii) The voting right of shareholders shall be in proportion to one vote per full paid equity share of the company held by them as on the cutoff date 15th September, 2017.
- (iii) The remote e-voting period beings on Wednesday, September 20, 2017 at 09:00 hours (IST) and ends at on Friday, September 22, 2017 at 17:00 hours (IST). During this period sharehodlers' of the Company, holding share either in physical form or in dematerialized form, as on the cut-off date of September 15, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (iv) The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cutoff date, attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (v) M/s. B.L.Chandrasekhar Sarma & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of the company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (vi) The procedure and instructions for e-voting are as under
 - (i) The voting period begins on September 20, 2017 at 09.00 hours (IST) and ends on September 22, 2017 at 17.00 hours (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 15, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

INCAP LIMITED

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)· - Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account Bank or in the company records for the said demat account or folio.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 relevant <INCAP 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

INCAP LIMITED

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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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. 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 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.

- 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 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) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the chairman or a person authorized by him in writing who shall countersign the same.

(xxii) The results declared along with the scrutinizer's report shall be placed on the company's website www.incaplimited.com and on the website of CDSL www.evotingindia.com. Immediately after the result is declared. The company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the company are listed.

Explanatory Statement under Section 173(2) of the Companies Act.

Item No.5:

The Board of Director of the Company in their meeting held on 31st January, 2017 re-appointed Sri C.Bhagavantha Rao (DIN : 00218713) as Managing Director of the Company, subject to

INCAP LIMITED

approval of the shareholder of the Company. The terms and conditions on which Sri C.Bhagavantha Rao (DIN : 00218713) has been re-appointed as a Managing Director of the Company shall contain the following remuneration which shall be within overall ceiling as specified in the Companies Act.

1. The Managing Director shall, subject to the supervision and control of the Board of Directors of the Company, manage the business and affairs of the company.

2. Period of Appointment : Three years with effect from 01-02-2017.

3. Remuneration Payable : With effect from 01-02-2017.

Remuneration : Rs. 131450/- per month

Perks & allowances : Rs.68,550/- per month.

Perquisites :

PART – A:

1. Rent Free Accommodation.

2. The expenditure incurred on gas, electricity, water and furnishing will be as per the Income Tax Rules, 1962. This will however be subject to a ceiling of Rs.5000/- per month.

3. Medical reimbursement : Expenses incurred for self and family subject to a ceiling of one month's salary in year or 3 month's salary over a period of 3 years.

4. Club Fees : Fees of clubs subject to a maximum of one club, admission and life membership fees not being allowed.

5. Personnel Accident Insurance : Premium not to exceed Rs.1000/- per month.

6. Entertainment Expenses : Reimbursement of entertainment expenses not exceeding Rs.1000/- per month.

PART – B :

Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax, 1961. Gratuity will be limited to half-a-month's salary for each completed year of service.

PART – C :

Provision of car with driver and telephone at residence. Personal long distance call on telephone and use of car for private purpose shall be billed by the company to Sri C.Bhagavantha Rao (DIN : 00218713).

Provided that if any financial year, during the tenure of the Managing Director, the company has no profits or its profits are inadequate, it may pay Sri. C.Bhagavantha Rao (DIN : 00218713) remuneration by way of salary and perquisites not exceeding the limits specified above.

Your directors recommended the resolution for approval.

None of the Directors of the company except Sri C.Bhagavantha Rao (DIN : 00218713) is concerned with or interested in the resolution.

Items No. : 6

The Board of Director of the Company in their meeting held on 31st January, 2017 appointed Smt. C.Neelima (DIN : 02737481) as a Whole-time-Director of the company, subject to approval of the shareholder of the General Meeting. The terms and conditions on which Smt. C.Neelima (DIN : 02737481) has been appointed as the Director of the company shall contained the

INCAP LIMITED

following remuneration which shall be within overall ceiling as specified in the Companies Act.

1. The Whole-time-Director shall, subject to the supervision and control of the Board of Directors of the company / Managing Director of the company and shall manage the business and affairs of the company.

2. Period of appointment : Three years with effect from 30-05-2017

3. Remuneration payable : With effect from 30-05-2017.

4. Remuneration : Rs. 90,000/- per month.
Perks & Allowances : Rs.60,000/- per month.

5. Personnel Accident Insurance : Premium not to exceed Rs.1000/- per month.

6. Entertainment Expenses : Reimbursement of entertainment expenses not exceeding Rs.1000/- per month.

Contribution to Provident Fund, Super annuation and Annuity Fund : The Companies contribution to provident fund and superannuation or Annuity fund as per rules of the company applicable to Senior Executives.

Gratuity : As per the rules of the company applicable to Senior Executives.

LTC : For self and family once in a year in accordance with any rules specified by the company.

Amenities:

1. Minimum Remuneration : In the event of loss or indecency of profits in any financial year during the current tenure of service of the Director, the payment of salary, perquisites and other allowances shall be governed by the limits

prescribed under Companies Act including any statutory modification or re-enactment there of as may for the time being in force.

Smt. C.Neelima (DIN : 02737481) may be deemed to be concerned or interest in the resolution in her appointment. No other Director of the Company is interest in the resolution.

By Order of the Board
For INCAP LIMITED

C.BHAGAVANTHA RAO
MANAGING DIRECTOR
DIN : 00218713

VIJAYAWADA
29th July, 2017

INCAP LIMITED

Details of Directors seeking appointment / re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Particulars	Sri C.Bhagavantha Rao	Smt. C.Neelima	Smt. P.Himabindu
Director Identification Number (DIN)	00218713	02737481	06605646
Date of Birth	01-03-1951	15-08-1979	24-04-1978
Date of first appointment	21-05-1990	25-07-2009	17-06-2013
Qualification	M.Com	B.Tech	B.Tech
Expertise in specific functional areas	Finance & Administration	Technical & Administration	Technical & Software
Terms and conditions of appointment/re-appointment	Refer Item No.5 of the Notice	Refer Item No. 6 of the Notice	Appointed as Non-Executive Director liable to retire by rotation.
No. of Board Meetings attended during the year	4	4	3
Details of remuneration last drawn (2016-2017)	14.00 laksh	9.60 laksh	Nil
No. of shares held in the company			
a) Own	10,23,707 Equity shares	12,11,407 Equity shares	6,48,399 Equity shares
b) For other persons on a beneficial basis	--	--	--
Directorship held in other public companies (excluding foreign and private companies)	Nil	Nil	Nil
Memberships/Chairmanships of Audit Committees and Investors' Grievance Committees across public companies	Nil	Nil	Nil
Shareholding	19.94% (10,23,707 Equity Shares)	23.60% (12,11,407 Equity Shares)	12.63% (6,48,399 Equity Shares)