

**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.K.V.V. Prasad & Co.,
Chartered Accountants,
D.No.29-13-71, 2nd Floor
Kaleswara Rao Road
Suryaraopet,
Vijayawada -520002

BANKERS

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

REGISTERED OFFICE & FACTORY**INCAP LIMITED**

CIN:L32101AP1990PLC011311

Registered Office
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 – 500018.
Telangana.

Tel : 91-866-2842479, 2571, 1147
Fax : 91-866-2842572
Email : investorsincap@gmail.com
URL : www.incaplimited.in

Tel : 91-40-23818475, 8476
Fax : 91-40-23868024
Email : info@vccilindia.com



NOTICE

Notice is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of **M/s. INCAP LIMITED**

(CIN:L32101AP1990 PLC011311) will be held on Saturday, the 29th September, 2018 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, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri P.Ram Rao (DIN:00137511) who retires at this meeting and being eligible offers himself for re-appointment.
3. To declare dividend for the year 2017-2018.

SPECIAL BUSINESS:

4. **Appointment of Statutory Auditor to fill casual vacancy:**

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(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments

thereof for the time being in force) M/s. K. Anuradha & Associates, Chartered Accountants, (Firms Registration No. 017328S), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K.V.V. Prasad & Co., Chartered Accountants, (Firm Registration No: 002758S).

“RESOLVED FURTHER that M/s. K. Anuradha & Associates, Chartered Accountants, (Firms Registration No. 017328S), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 25th August, 2018, until the conclusion of this Annual General Meeting (28th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

5. Appointment of Statutory Auditors:

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

“RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. K. Anuradha & Associates, Chartered Accountants, (Firms Registration No. 017328S), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years, from the conclusion



of the 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

For INCAP LIMITED

C.BHAGAVANTHA RAO
MANAGING DIRECTOR

DIN: 00218713

VIJAYAWADA
25th August, 2018

**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 22nd September, 2018 to 25th September, 2018 (Both days inclusive) for the purpose of Annual General Body meeting for the year ended 31st March, 2018.
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 21st September, 2018.
6. Unclaimed Dividend : Dividends unclaimed and unpaid over 7 years will be transferred to the investor Education and Protection Fund. Further, Shares of Such shareholders. who have not encashed any dividend warrant/ instrument during the last 7 years, will be transferred to the Investor Education and protection fund.
7. The Notice of the AGM along with the Annual Report 2017-2018 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 website of the company www.incaplimited.in. 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.
8. 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.
9. 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.
10. 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.
11. Members / proxies should bring the attendance slips duly filled in for attending the meeting.
12. 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 28th 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 21st September, 2018.
- (iii) The remote e-voting period beings on Wednesday, September 26, 2018 at 09:00 hours (IST) and ends at on Friday, September 28, 2018 at 17:00 hours (IST). During this period share holders' of the Company, holding share either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The remove 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 remove 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
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now enter your User ID
 - For CDSL 16 digits beneficiary ID.
 - Members holding shares in physical form should enter Folio Number registered with the company.
 - Next enter the image verification as displayed and click on Login.
 - 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.
 - If you are a first time user following the steps given below:
For Members holding share in Physical Form
For Members holding share sin Demat Form
PAN *Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share holders)
- 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.
- i. After entering these details appropriately, click on “SUBMIT” tab.
 - ii. 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.
 - iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - iv. Click on the EVSN for the relevant <INCAP LIMITED> to vote.
 - v. 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.
 - vi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
 - vii. After selection 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.
 - viii. Once you “CONFIRM” you vote on the resolution, you will not be allowed to modify your vote.
 - ix. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
 - x. If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot password & enter the details as prompted by the system.
 - xi. 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 Corprates.
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 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.

- xii. In case you have any queries or issued 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
- xiii. 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 witness 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
- xiv. The results declared along with the scrutinizer’s report shall be placed on the company’s website www.incaplimited.ins 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.

person authorized by him in writing who shall countersign the same.

By order of the Board
For INCAP LIMITED

VIJAYAWADA
26th May, 2018

C.BHAGAVANTHA RAO
MANAGING DIRECTOR
DIN: 00218713



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	P. Ram Rao
Director Identification Number (DIN)	00137511
Date of Birth	28-06-1948
Date of first appointment	16-12-1991
Qualification	B.E.(Hons)
Expertise in specific functional areas	Electrical, Electronic Industry and Administration
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director liable to retire by rotation
No. of Board Meetings attended during the year	3
Details of remuneration last drawn (2017-18)	Nil
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	510933 Equity Shares --
Directorships held in other public companies (excluding foreign and private companies)	- Nil -
Memberships/Chairmanships of Audit Committees and Investors' Grievance Committees across public companies	- Nil -
Shareholding	9.95% (5,10,933 Equity shares)



**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No.4 &5:

M/s. K.V.V. Prasad & Co., Chartered Accountants, (Firm Registration No: 002758S), the previous Statutory Auditors has tendered their resignation mentioning pre – occupancy with other professional assignments, on 25th August, 2018. In order to fill up such casual vacancy, the Board has proposed to appoint M/s. K. Anuradha & Associates, Chartered Accountants, (Firms Registration No. 017328S), Chartered Accountants in their place. In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of /s. K. Anuradha & Associates, Chartered Accountants, (Firms Registration No. 017328S), in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the Board has proposed to seek the members in this annual general meeting.

Your directors recommend the resolution for approval of the shareholders by way of Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board
For INCAP LIMITED**

**C.BHAGAVANTHA RAO
MANAGING DIRECTOR
DIN: 00218713**

VIJAYAWADA
25th August, 2018

ROUTE MAP

