

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.Anuradha & Associates,
Chartered Accountants,
D.No.3-29-21, 4th Floor,
Prahas Mansion,
Park Lane, Krishna Nagar,
GUNTUR – 522006,
Andhra Pradesh.

BANKERS

State Bank of India,
Patamata SME 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 : investorsincap@gmail.com
URL : www.incaplimited.in

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

NOTICE

Notice is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of **M/s. INCAP LIMITED**(CIN: L32101AP1990PLC011311) will be held on Saturday, the 28th September, 2019 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, 2019 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 2018-2019.

SPECIAL BUSINESS:

4. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013 :

To consider and approve the following resolution with or without modification, as a Special Resolution:

" **RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be

deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ` 15 Crores (Rupees Fifteen Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

for INCAP LIMITED

C.BHAGAVANTHA RAO
MANAGING DIRECTOR
DIN : 00218713

VIJAYAWADA
27th July, 2019

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 21st September, 2019 to 24th September, 2019 (Both days inclusive) for the purpose of Annual General Body meeting for the year ended 31st March, 2019.
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 20th September, 2019.
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 2018-2019 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 29th 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 20th September, 2019.

- (iii) The remote e-voting period beings on Wednesday, September 25, 2019 at 09:00 hours (IST) and ends at on Friday, September 27, 2019 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 20, 2019, 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
- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (b) Click on Shareholders.
 - (c) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <INCAP LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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.

(xix) 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.

(xx) 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.

(xxi) 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.

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

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

**VIJAYAWADA
27th July, 2019**

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.Himabindu
Director identification Number (DIN)	06605646
Date of Birth	24-04-1978
Date of first appointment	17-06-2013
Qualification	B.Tech.
Expertise in specific functional areas Terms and conditions of appointment / re-appointmnet	Technical, Software & Solar Power Appointed as Non-Executive Director liable to retire by rotation
Number of Board Meetings attended during the year	5
Details of remuneration last drawn (2018-19) Number of shares held in the company: (a) Own (b) For other persons on a beneficial basis	Nil 648399 Equity shares --
Directorships held in other public companies (excluding foreign and private companies)	--
Memberships / Chairmanships of Audit committees and Investors' grievance committees across public companies	--
Shareholding	12.63% (648399 Equity shares)

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

Item No.4:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting

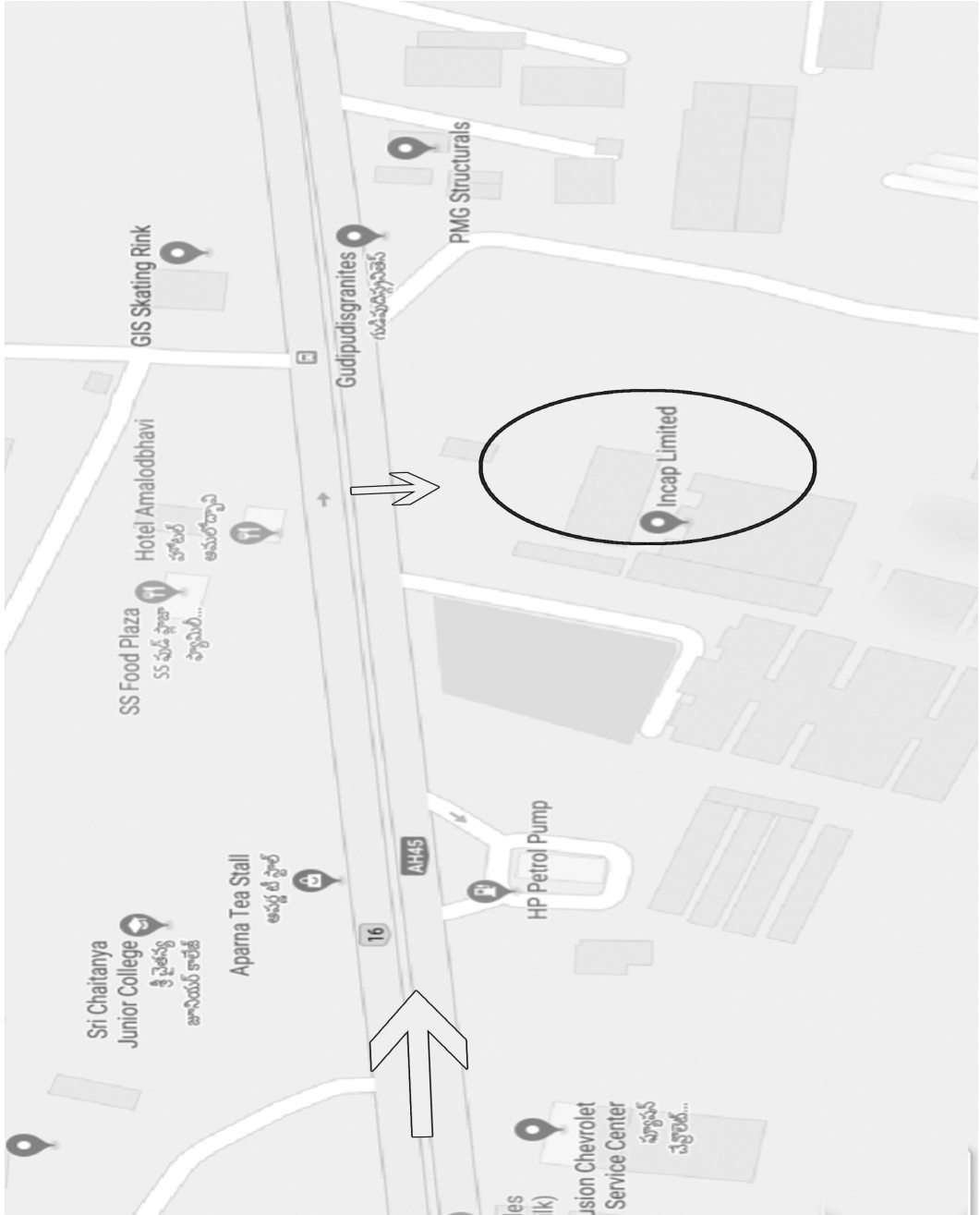
In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.4 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act. The Directors recommend the Special Resolution as set out at Item No.4 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution

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

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

**VIJAYAWADA
27th July, 2019**

ROUTE MAP



DIRECTORS' REPORT

To
The Members,
Incap Limited

CIN : L32101AP1990PLC011311

Your Directors have pleasure in presenting the Twenty Ninth Annual Report on the business and operation of the company and the Audited Financial Accounts for the year ended 31st March, 2019 together with Auditors' Report thereon.

1. FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2019 are summarized below:

PARTICULARS	2018-2019	2017-2018
Revenue from Operations	2058.33	2836.79
Other Income	104.81	105.09
Total Income	2163.14	2941.88
Total Expenditure	1949.16	2502.17
Profit before Interest, Depn. & Tax	213.97	439.71
Interest	32.21	13.43
Profit before Depn. & Tax	181.76	426.28
Depreciation	44.76	36.93
Profit before Tax	137.00	389.35
Add : Deferred Tax Liability (Net)	2.59	4.02
Provision for Tax	37.24	108.50
Profit after Tax	97.17	284.87
Add : Brought forward from previous year	754.16	531.07
	851.33	815.94
Appropriations		
Provision for Dividend	51.33	51.33
Tax on Dividend	10.45	10.45
Surplus carried to Balance Sheet	789.54	754.16

2. STATE OF COMPANY AFFAIRS :

During the year 2018-2019 your company achieved a turnover of Rs.2058.33 Lakhs against Rs.2836.79 Lakhs for the year 2017-2018 your company made a net profit of Rs.97.17 Lakhs during the year.

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS :

There are no material changes and commitments affecting financial position of the company between 31st March, 2019 and the date of Board's Report.