



SCRUTINIZER'S REPORT ON E-VOTING

To,
The Chairman
M/s. Incap Limited
Regd. Office:
1-58, Nidamanuru, Vijayawada
Krishna Dist.
Andhra Pradesh
India - 521104.

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies, Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, B.L.Chandrasekhar Sarma, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of the Incap Limited vide resolution dated July 31, 2014, pursuant to Section 108 of the Companies, Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting (e-voting) process in respect to the below mentioned resolutions to be passed at the 24th Annual General Meeting (AGM) of the Company to be held on September 27, 2014.

The Notice dated July 31, 2014 convening the AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The voting period for e-voting commenced on 22nd August, 2014 at 9.00 A.M. to 24th August, 2014 at 5.00 P.M and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were them unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I hereby submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.



B.L. Chandrasekhar Sarma

ORDINARY BUSINESS:

Resolution No.1:

To Receive, Consider and Adopt the Audited Accounts for the year ended 31st March, 2014 and the Reports of the Directors' and Auditors' thereon:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution.	0	0	0	0
Total Number of Votes in favour of Resolution.	21	3703545	100.00%	72.15%

Resolution No.2:

Re-appointment of Sri. Paturu Ram Rao (DIN: 00137511), who retires by rotation:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution.	1	500	0.01%	0.01%
Total Number of Votes in favour of Resolution.	20	3703045	99.99%	72.14%



Chandrasekh
Law.

Resolution No.3:

Declaration of dividend on equity shares:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution.	21	3703545	100.00%	72.15%

Resolution No.4:

Appointment of Statutory Auditor and fixing their remuneration:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution.	0	0	0	0
Total Number of Votes in favour of Resolution.	21	3703545	100.00%	72.15%



L. Chandrasekhar Sarma

SPECIAL BUSINESS:

Resolution No.5:

Re-appointment of Sri. Challagulla Bhagavantha Rao (DIN: 00218713) as a Managing Director of the Company:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution.	1	500	0.01%	0.01%
Total Number of Votes in favour of Resolution.	20	3703045	99.99%	72.14%

Resolution No.6:

Re-appointment of Smt. Challagulla Neelima (DIN: 02737481) as a Whole-time-Director of the Company:

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)	% age of the Total Votes received	% age of paid up share capital of the Company
Total Votes received by electronic mode.	21	3703545	100.00%	72.15%
Total Number of Invalid Votes.	0	0	0	0
Total Number of Votes against the resolution.	1	500	0.01%	0.01%
Total Number of Votes in favour of Resolution.	20	3703045	99.99%	72.14%

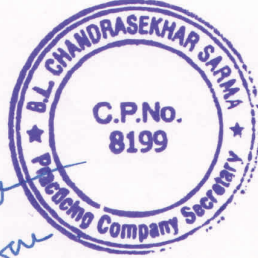


B.L. Chandrasekhar Sarma

I hereby confirm that I am maintaining the registers received from the service provider electronically in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorized by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely



B.L. Chandrasekhar Sarma
B.L. Chandrasekhar Sarma
Scrutinizer
C.P.No.8199

Place : Secunderabad

Date : 25th September, 2014

Witness: 1. Goharkar Amul :

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S/o. Shri Goharkar Vilas

303, 3rd Floor, Assumption House No.9-1-66/3,
Opposite Lane to OBC Bank, Sangeeth Theater Lane
S.D.Road, Secunderabad 500003, Telangana.

2. Sarla Narasappa:

Sarla Narasappa

S/o Shri S. Somappa

10-380/6, Malkajgiri, Secunderabad 500047, Telangana.