

ICL / CMPL / 2017-18 / 27th September, 2017 / 128

To,
The General Manager
Department of Corporate Affairs
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 526871

Subject: Outcome of 23rd Annual General Meeting of Intec Capital Limited held on Wednesday, 27th September, 2017

Dear Sir,

This is to inform you that the 23rd Annual General Meeting of the Company has held today i.e. Wednesday, 27th September, 2017 at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019 at 11.15 a.m.

The following businesses as mentioned in the Notice dated 02nd September, 2017 were transacted:-

1. The Audited Financial Statements (Standalone and consolidated) of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors (Standalone and consolidated) thereon of the Company for the financial year ended March 31, 2017 was adopted.
2. Mrs. Ritika Goel (DIN:00053387), Non-Executive Non-Independent Woman Director, who retires by rotation at this meeting offer herself for re-appointment, be and is hereby re-appointed as Non-Executive Non-Independent Woman Director.
3. The approval of the Members was accorded for appointment of S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as Statutory Auditors of the Company 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.
4. The approval of the Members was accorded to change in terms of appointment of Managing Director to the extent that his appointment is also made liable to retire by rotation and being eligible offer themselves for re-appointment.



INTEC CAPITAL LTD.

CIN: L74899DL1994PLC057410

Regd Off : 701, Manjusha Building, 57 Nehru Place, New Delhi - 110019. T +91-11-4652 2200/300 F +91-11-4652 2333

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In this regard, please find enclosed the following-

Sl.	Particulars	Annexure, if any	Remarks, if any
1	Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations	Attached as Annexure-1	NA
2	Annual Report for the financial year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013	Attached	NA
3	Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations	NA	As per Regulation 44 of SEBI (LODR) Regulations, 2015, the voting results should be submitted within forty eight (48) hours of conclusion of the meeting. Hence, the same will be submitted accordingly.
4	Report of Scrutinizer dated 27th September, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014. <i>Format MGT-13 as per</i>	NA	As per Companies Act, 2013, the scrutinizer report shall be submitted to BSE within 48 hours of the conclusion of the Annual General Meeting. Hence, the same will be submitted accordingly.

For Intec Capital Limited

Puneet Sehgal
 Puneet Sehgal
 Company Secretary
 ACS: 12557



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ANNEXURE-I

Summary of proceedings of the 23rd Annual General Meeting

The 23rd Annual General Meeting (AGM) of the Members of Intec Capital Limited ('the Company') was held on Wednesday, 27th September, 2017 at 11.15 A.M (IST) at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110019. Mr. Sanjeev Goel, was elected chairman of the meeting and thereafter he chaired the meeting.

Mr. Puneet Sehgal, Company Secretary introduced the directors who attended the Annual General meeting of the company. The requisite quorum being present, the Chairman called the meeting to order. Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. Mr. Sanjeev Goel, Mr. S. K Goel and Mr. Praveen Sethia, Directors of the company attended the meeting. The Chairman delivered his speech.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM were provided Ballot papers in the Meeting to cast their votes. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated 02nd September, 2017 were transacted at the meeting:

1. Audited Financial statements (Standalone and consolidated) for the financial year ended 31st March, 2017 was adopted.
2. Appointment of Mrs. Ritika Goel, Non-Independent non-executive Woman director, as a director liable to retire by rotation and offers herself for Re-Appointment
3. Appointment of S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as Statutory Auditors of the Company 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.
4. Change in terms of appointment of Managing Director to made him liable to retire by rotation.

The Board of Directors had appointed Krishna Kumar Sharma as the Scrutinizer to supervise the E - voting and ballot voting process. The scrutinizers report and the voting results will be announced today i.e., Wednesday, 27th September, 2017. This is for your information and records.

Thanking you,

Yours Faithfully

For Intec Capital Limited


Puneet Sehgal
Company Secretary
(ACS-12557)



Date: 27.09.2017

Place: New Delhi

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ANNUAL REPORT
2016-17

Disclaimer

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.

INTEC CAPITAL LIMITED

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From the Desk of Managing Director



The growth of our economy depends on several factors and the Small and Medium Enterprises (SMEs) surely play a great role in it. India is a vast nation; hence the impact of small and medium enterprises has been immense on our economy. Actually, a large part of Indian population is composed of aspiring entrepreneurs and they form the base for the Indian economy. However, the Indian SME sector has suffered from different limitations. The biggest problem that the SMEs face is the availability of finance which prevents them from growing at a much faster rate.

The sudden decrease in cash flow after the demonetisation last year affected the small and medium enterprises considerably. And it was reflected clearly by the depression of GDP in the first quarter of 2017. At Intec, we are dedicated to help the SMEs financially. As a reputed Non-Banking Finance Corporation, we have been helping the small and medium companies for over 22 years to great a solid financial ground. Hence, we are committed to provide maximum financial assistance to these SME's so that can recover from the slowdown and get back on their growth journey.

Economy Outlook

Government data showed the gross domestic product grew 7.1% in the full financial year 2016-17, slower than 8% recorded in the previous year. The first quarter of the financial year started strong with

7.9% increase in GDP but this slowed down to 7.5% in Quarter 2 and 7 in Quarter 3. This was largely due to the external factors such as devaluing of Chinese Yuan, tightening of the United States interest rates and slowdown in global economies to name a few. The economic growth in the last quarter of the year reduced to 6.1 percent; 1.5 percent less in comparison to the statistics of last year. This was mainly due to the demonetization effect which affected the whole economic environment of India. The cash flow mismatch was a big problem for the SME sector and some industries have still not been able to recover.

Large industries were badly affected due to demonetisation and slow growth in demand. Some of the big industries were unable to meet their financial commitments and resulted in becoming Non Performing Assets in the balance sheets of the banks associated with them. As a result, this trouble was then passed on to the SME sector. Struggling SME's were one of the major reasons for additional increase in stressed financial assets and this can be seen in balance sheets of all major SME- focused banks and NBFC's

Additional turmoil was created in the SME sector due to an air of confusion developed with the introduction of GST in order to reform the Indian Tax System. Hopefully, in the long term it will actually help the SMEs to grow. The economists across the world have welcomed this step as an optimistic approach towards the development of the small

and medium enterprises which in turn will help in the growth of domestic GDP.

The economic growth of any country depends on the development of its SME sector. In India, the small and medium scale industries are struggling. But they are now shedding of the baggage that they have been carrying the last year. We hope to see significant growth in the SME sector this year. Thus, accelerating the growth of GDP! If the reports of the Central Government are to be trusted, then the SME sector will increase its contribution to the growth by 4% within the next 3 to 4 years. However, there is still a lot to achieve and there are still so many reforms to come in this sector. With the implementation of those reforms, the Indian economy will surely secure a top position in the world.

Intec Overview

This year was tough year for Intec. We saw a multitude of changes in the company. Our focus shifted from Sales to Collections. We have made a significant effort to resolve the NPA problem that we have in our balance sheet. There was a major expansion in our collection team. Until this problem is resolved we cannot get on our path to growth again.

Strengthening our legal efforts was also a huge focus to help in the resolution of our stressed assets. The legal team and systems were significantly enhanced to ensure faster recovery. We have seen the effect of the legal strengthening in the last quarter of the fiscal year.

Cost was a huge part of this year's initiative and we have achieved high success in our endeavour. We have reduced a significant part of our cost to ensure there is build-up of capital in the company and ensure higher profitability.

Digital Intec

We at Intec are totally in sync with the "Digital India" initiative. We have taken many steps to make our contribution towards this initiative, one of them being the launch of our online payment gateway. This has greatly benefitted both the customer and the company. It has made payments more secure

and convenient ensuring transparency in the whole ecosystem. We have recorded an average collection of 80% from Jan- March quarter and reduced our physical collection to 20%.

As mentioned in the earlier report technology is the way forward and to ensure that we have digitalized and automated many of our internal processes. This has resulted in a 29% increase in efficiency in the whole organization and has resulted in major cost benefits. Our credit underwriting has also been automated and have introduced many new processes and got rid of all redundant and time consuming activities.

Way Forward

We are in a VUCA (volatile, uncertain, complex and ambiguous) world. There is a lot of stiff competition in this world. The only way to be ahead is to be fast.

To ensure the success of any organization in this world is to continuously adapt yourself to the ever changing world we live in. We at Intec are trying to change the existing products and innovate new ones to make sure we are able to come back as the leader in SME finance. We are committed to making as many finance option available to these SME's.

This year as well there will a huge focus on cost without comprising the quality of our manpower or any of our services and there will also be continued focus on the resolution of NPA in this year. We plan to get on the growth journey as soon as possible.

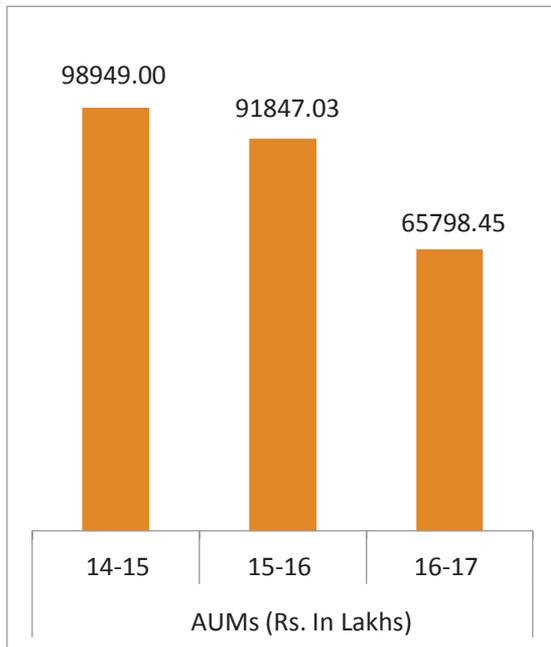
Technology has been and will be one of our main focus key areas for this year. The new focus on adhaar card by the Indian government will really help in achieving higher efficiency. The introduction of E-kyc and E-sign is what we want to achieve this year. Our focus will be making sure our point of sales and all customer interactions are automated for maximum customer convenience.

On behalf of Intec and the Board of Directors, I would hereby like to extend my respect and gratitude to our shareholders, customers, bankers and all business partners who continue to support us and place their trust in us.

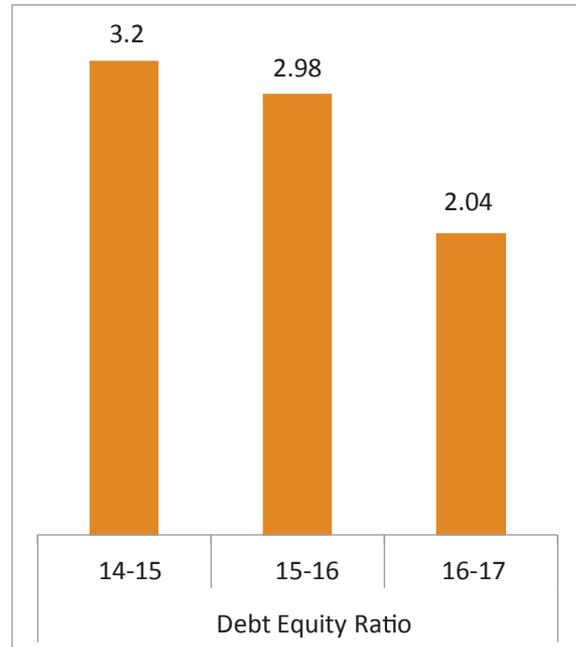


Key Financials Figure

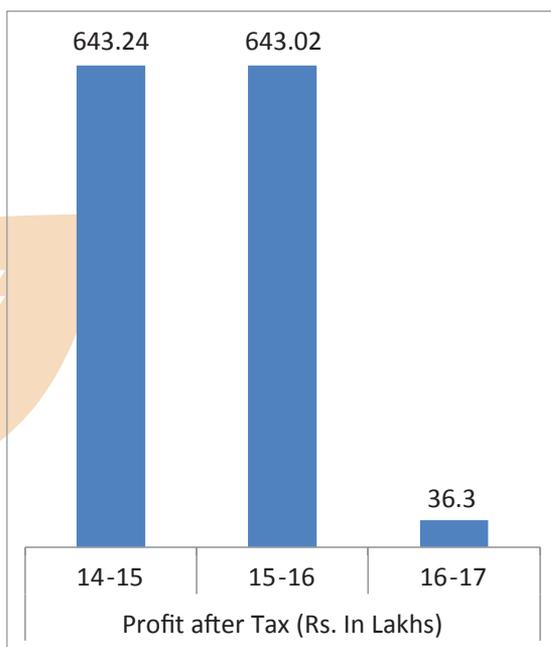
AUMs (Rs. In Lakhs)



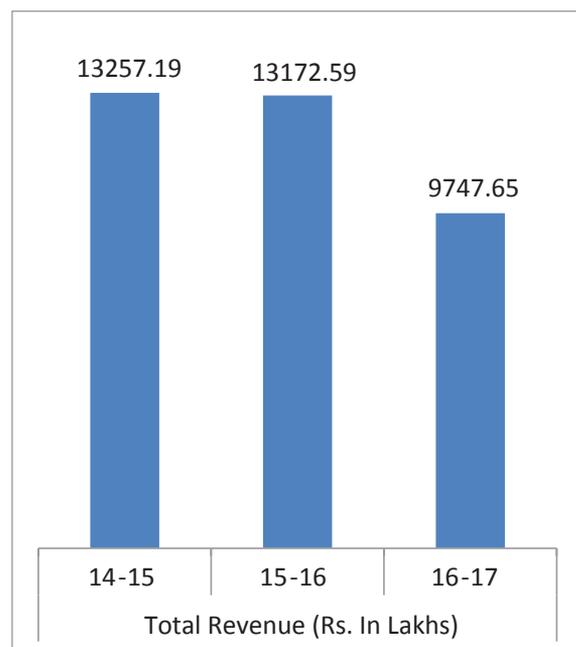
Debt Equity Ratio



Profit after Tax (Rs. in Lakhs)



Total Revenue (Rs. in Lakhs)



Corporate Information

Board Members

Managing Director

Mr. Sanjeev Goel

Non-Executive Independent Director

Mr. Praveen Sethia

Mr. S.K. Goel

Mr. Rakesh Kumar Joshi

Non-Executive Non Independent Woman Director

Mrs. Ritika Goel

Chief Financial Officer

Mr. Puhup Srivastav

Company Secretary, Chief Relations Officer and Compliance Officer

Mr. Puneet Sehgal

Statutory Auditors

S.R. Batliboi & Associates LLP, (See Note-1)

Chartered Accountants

Firm Registration Number - 101049W/E30004

14th, The Ruby, 29 Senapati Bapat Marg,

Dadar (W), Mumbai – 400028,

Maharashtra, India

S.P. Chopra & Co. (See Note-2)

Chartered Accountants

Firm Registration Number - 000346N

31 – F, Connaught Place,

New Delhi – 110001, India

(Note 1 - S.R. Batliboi LLP has resigned from the company w.e.f 17th August, 2017)

(Note 2 - S.P. Chopra & Co. are appointed as Statutory auditor of the Company w.e.f 26th August, 2017)

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

Internal Auditor

MAZARS Advisory Pvt. Ltd.

II Floor, Plot No. 421, Phase IV,

Udyog Vihar, Gurgaon – 122016, Haryana



Bankers

Bank of India
Punjab National Bank
Bank of Maharashtra
Oriental Bank of Commerce
Central Bank of India
The South Indian Bank
State Bank of India
Indian Overseas Bank
Vijaya Bank
HDFC Bank Ltd.
Dhanlaxmi Bank Ltd.
Union Bank of India
United Bank of India
Karnataka Bank Ltd
Tamilnad Mercantile Bank Ltd.

Financial Institutions

SIDBI

Subsidiary Company

Amulet Technologies Limited

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

Beetal Financial & Computer Services Pvt Ltd.
(For Fully paid-up Listed equity Shares)
Beetal House, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi – 110062

BIG SHARE SERVICES PVT. LTD.
(For Listed Non-Convertible Debentures)
306, Right Wing, 3rd Floor, Amrutha Ville,
Opp. Yashoda, Hospital, Raj Bhavan Rd,
Somajiguda, Hyderabad – 500082, Telangana

Debenture Trustee

CATALYST TRUSTEESHIP LIMITED
(Erstwhile GDA Trusteeship Limited)
Plot No 85, Street, Bhusari Colony,
Paud Road, Pune – 411038, Maharashtra

Committees of Board

Audit Committee
Risk Management Committee
Nomination and Remuneration Committee
Corporate Social Responsibility
Asset Liability Management Committee (ALCO)
Shareholders/Investors' Grievance Committee
cum Share Transfer Committee cum Stakeholders
Relationship Committee
BTA Implementation Committee



Directors' Report

To
The Members,

Your Directors have pleasure in presenting their report on business and operations of the Company together with 23rd Annual Audited Accounts for the financial year ended 31st March, 2017.

1) FINANCIAL HIGHLIGHTS

For the financial year ended 31st March, 2017

(₹ in lacs)

Particulars	Standalone		Consolidated	
	2017	2016	2017	2016
Profit/(Loss) before tax	137.83	994.66	136.26	892.03
Less: Provision for Taxation				
Current Tax	194.48	147.96	194.48	147.96
Deferred Tax	(108.00)	203.68	(108.00)	203.68
Current Tax for earlier years	15.05	-	15.05	-
Profit/(Loss) after tax	36.30	643.02	34.73	540.39
Add: Balance brought forward from last year	4764.85	4250.45	4341.39	3929.61
Less: Dividend paid for previous year 2015-16	45.97	-	45.92	0.00
Less: Tax on Dividend paid	9.36	-	9.35	0.00
Surplus available for appropriation	4,745.82	4,893.47	4,320.85	4,470.00
Less: Appropriations				
Transfer to Reserve Fund u/s 45IC of RBI Act, 1934	7.26	128.60	6.95	0.00
Surplus carried to Balance Sheet	4,738.96	4,764.85	4,313.90	4,341.40

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. However, your directors had recommended a Final Dividend of Rs.0.25 (i.e. 2.5%) per Equity Share having face value of Rs. 10/- each on the fully paid up Equity Share Capital of the Company for the Financial Year ended 31st March 2016.

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 2008-09

1	Unclaimed/unpaid dividend for FY 2008-09	Rs 1,66,115
2	Cumulative unclaimed/unpaid dividend amount up to FY 2008-09 lying in the credit of IEPF as at 31st March 2017	Rs 6,52,423
3	Unclaimed/unpaid dividend amount for the FY 2009-10 as on 31st March, 2017 is due for transfer to IEPF on 22nd November, 2017. Note:- Those members who have not yet claimed/encased are requested to claim the same at the earliest before transfer to IEPF.	Rs. 95,892

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 24th September 2016 (date of last Annual General Meeting) on the Company's website (www.intecapital.com) and on the website of the Ministry of Corporate Affairs.

Information related to unclaimed/unpaid dividend of Financial Year 2009-2010

1	Date of Declaration of dividend by shareholders in the Annual General Meeting	18th September, 2010
2	Dispatch of dividend shall be done within 30 days from date of declaration of dividend by Shareholders	17th October, 2010
3	Amount of dividend to be Transferred in separate account "Unpaid dividend/unclaimed dividend Account" within 7 days of the expiry of the said 30 days of dispatch as per Section 124(1) of Companies Act, 2013.	24th October, 2010
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	24th October, 2017
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"	22nd November, 2017

5) Equity Share Capital

The paid-up Equity Share Capital of the Company as on 31 March 2017 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

During the year company in agreement with debenture holders and debenture trustee has revised the repayment schedule of outstanding balance of NCD from redemption date of 4th June 2017 to redemption date of 4th December 2017 by making payment into 6 equal installments

The details of NCD are as follows:

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 complianceofficer@inteccapital.com
Address of BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 www.bseindia.com
Scrip Code	951360
ISIN no. as on 31st March, 2017	INE017E07023
New ISIN no. issued pursuant to revision in terms of NCD on 05th July, 2017	INE017E07031

7) Registration as a Systemically Important Non-Deposit Taking Assets Finance Company NBFC (NDSI-AFC) and its Disclosures

Your Company is NBFC Company and is registered with Reserve Bank of India on 4th 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 7th 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 CRISIL,

India's 1st Credit Rating Agency incorporated in India as "CRISIL Limited" and also 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 31st March 2016 done during financial 2016-2017 for Facilities is as follows.

CARE Ratings			
Facilities	Amount (Rs. In Crore)	Ratings	Remarks
Long-term Bank Facilities	603.81 (reduced from 675) (Rupees Six Hundred and three crore and eighty one lakh only)	CARE BBB- [Triple B Minus]	Revised from CARE BBB [Triple B]
Non-Convertible Debentures	Rs. 30 Crore	BBB -[Triple B minus] as per letter dated October 03,2016	Revised from CARE BBB [Triple B]
Commercial Paper The rating is based on the credit enhancement in the form of unconditional and irrevocable stand by letter of credit (SBLC) from Bank of Maharashtra rated CARE AA (Lower Tier II Bonds)	Rs. 10 Crore	CARE A1+ (SO) [A One Plus (Structured Obligation)	Reaffirmed
Commercial Paper The rating is based on the credit enhancement in the form of unconditional and irrevocable stand by letter of credit (SBLC) from Central Bank of India rated CARE AA- (Lower Tier II Bonds)	Rs. 10 Crore	CARE A1+ (SO) [A One Plus (Structured Obligation)	Reaffirmed

The ratings done by CRISIL during Financial Year ended 31st March 2016 done during financial 2016-2017 for Total Bank Loan Facilities is as follows.

CRISIL Ratings			
Facilities	Amount (Rs.)	Ratings	Remarks
Total Bank Loan Facilities Rated	Rs.500 Million	CRISIL BBB –/(Negative)	Downgraded from CRISIL BBB/Stable

10) Transfer To Reserves

During the year under review Company has transferred Rs 7.26 Lakhs to the Reserves Fund from the profits of the Company in accordance with the provisions of Section 45IC of the Reserve Bank of India Act, 1934.

11) Capital Adequacy Ratio

The Company's total Capital Adequacy Ratio (CAR) as on 31st March, 2017 stood at 31.55% as compared to 22.99% for the previous year as a percent 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 31st March, 2017 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	18125266	98.69
2 Physical	240984	1.31
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 (MDAR)

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 2015-16. 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.

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 2016-17, 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 2016-17 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 2016-17 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.

A Cash Flow Statement for the year 2016-17 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 31st March 2017 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, 2017 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 Committee, the Board considers and record the reasons for incurring less CSR Expenditure during financial year 2016-17 as the company has incurred CSR expenditure to the extent of Rs. 4.82 Lacs as against required 2% of Net adjusted profit of preceding last three years amounting Rs. 31.69 Lacs computed in terms of section 198 of the Companies Act, 2013 which is as follows:-

- 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 year. 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. 4.82 Lacs but falls short of statutory limit of 2% amounting Rs. 31.69 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

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. 2.29 to the financial statement which sets out related party transactions in terms of Accounting Standard 18.

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, Six (6) 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	6	6
2	Mr. Vishal Kumar Gupta (DIN - 02368313) (See Note-1)	Indian	Non-executive Nominee Director	6	3
3	Mr. S. K. Goel (DIN - 00963735)	Indian	Non-executive Independent Director	6	6
4	Mr. Rakesh Kumar Joshi (DIN - 02410620)	Indian	Non-executive Independent Director	6	1
5	Mr. Praveen Sethia (DIN - 02310777)	Indian	Non-executive Independent Director	6	5
6	Mr. Y. L. Madan (DIN - 05123237) (See Note-2)	Indian	Non-executive Independent Director	6	3
7	Mrs. Ritika Goel (DIN - 00053387)	Indian	Non-executive Non Independent Woman Director	6	4

Note-1:- Mr. Vishal Kumar Gupta has resigned as Non-executive Nominee Director and has tendered his resignation with effect 8th August 2017 which was taken note by Directors in the Board Meeting held on 11th August 2017.

Note-2:- Mr. Y.L. Madan was appointed as Non-executive Independent Director and he has tendered his resignation on 9th November 2016 which was accepted by Board in the Meeting held on 9th November 2016.

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

During the year there were no changes i.e. (appointment or cessation) in the office of any KMP.

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)
- Shareholders/Investors' Grievance Committee cum Share Transfer Committee cum Stakeholders Relationship Committee
- Operations Review Committee (Dissolved w.e.f. 11th August, 2017)
- BTA Implementation Committee (Note: Formed w.e.f. 26th May 2017)

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, no directors were appointed in the Board of Directors of the Company.

B. Resignation

During the year under review, the Board had approved the resignation of Mr. Y.L. Madan (DIN 05123237) (Non-executive Independent Director) from the Board of Directors of the Company in the Board Meeting held on 9th November 2016 vide resignation letter dated 9th November 2016.

The Board had approved the resignation of Mr. Vishal Kumar Gupta (DIN 02368313) Non-Executive Nominee Director from the Board of Directors of the Company w.e.f 8th August 2017 in the Board Meeting held on 11th August, 2017.

The Board records the deep appreciation for the contributions of Mr. Y.L. Madan and Mr. Vishal Kumar Gupta 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 he made to the Board from time to time.

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

During the year under review, on recommendation of Board of Directors, the Shareholders in the 22nd Annual General Meeting had re-appointed Mrs. Ritika Goel (DIN 00053387), as Non-executive Non Independent Woman Director of the Company as she was liable to retire by rotation and was eligible for re-appointment.

Pursuant to resignation of certain member of the Board of Directors of the Company, total number of directors liable to retire is two being Mr. Sanjeev Goel and Mrs. Ritika Goel, therefore in terms of section 152 of the Companies Act, 2013, each of Non Independent director will be retiring by rotation.

In the ensuing 23rd Annual General Meeting, the Directors recommends the re-appointment of Mrs. Ritika Goel as Non-Executive Non-Independent Woman Director on the Board of Director of the Company being eligible, offer themselves for re-appointment.

In view of above, the Board of Directors of the Company recommends that Mr. Sanjeev Goel, Managing Director is also proposed to be liable

to retire by rotation. Accordingly, the terms of appointment of Managing Director will be changed and he will be liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director for five (5) years from 1st April 2015 till 31st March 2020 which was approved by shareholders 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 and all other terms and conditions of the appointment shall remain 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 10th 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 every Director's performance during Financial Year 2016-17.

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 17th March, 2017, 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 31st March, 2017 comprises of the following Independent Directors viz. Mr. Praveen Sethia (Non-Executive Independent Director, Mr. Vishal Kumar Gupta (Non-Executive Nominee Director), Mr. S.K. Goel (Non-Executive Independent Director) (being made member in the Audit Committee w.e.f. 12th August, 2016)

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 31st March, 2017 comprises of the following Directors viz. Mr. Praveen Sethia (Non-executive Independent Director); Sanjeev Goel (Managing Director); Mr. Vishal Kumar Gupta (Non-executive Nominee Director), Mr. Rakesh Joshi (Non-executive Independent Director) and Mr. Y.L Madan (Non-executive Independent Director).

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 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

During the year under review no new Independent Directors were appointed and hence no Familiarization Programme is required to be conducted in terms regulation 25 (7) of SEBI LODR, 2015,

However, your Company, from time to time throughout years, has been familiarizing all the Independent Directors on its Board with detailed presentations by its business/functional heads on the Company operations, strategic business plans, new products and technologies, including significant aspects of the Industry and its future outlook.

The Familiarization Policy is also annexed at Annexure No. 12 to this report.

The Familiarization program/policy is uploaded on the company 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 of 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 Statutory Auditors viz. S.R. Batliboi & Associates LLP (LLP Identity No AAB-4295), Chartered Accountants (Firm No. FRN 101049W) have tendered their resignation and withdrawing their consent to be re-appointed as Statutory Auditors by ratification of shareholders in the ensuing 23rd Annual General Meeting.

In view of that you directors recommended the appointment of S. P. Chopra & Co., Chartered Accountants (Firm No.000346N) as Statutory Auditor of the Company who have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company for a first block of five (5) years from conclusion 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 (subject to ratification of their appointment by members at every Annual General Meeting) 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.R. Batliboi & Associates LLP (LLP Identity No AAB-4295), Chartered Accountants (Firm No. FRN 101049W) (hereinafter referred to as Current Statutory Auditors) had submitted their Report for the financial year ended 31st March 2017. 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 2017 presented to the Auditors. As part of other matters reported, the auditors have made

an observation with regard to dealings by the Company in Specified Bank Notes (SBN) for which Auditors Comments are self-explanatory. Besides, without modifying and qualifying, the Auditors have mentioned one matter as emphasis of matter with regard to Managing Director Remuneration for which Auditors Comments are self-explanatory.

38) Secretarial Auditor and Their Report

The Board appointed 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 2016-17.

The Secretarial Audit Report for the financial year 2016-17 given by Secretarial Auditor in the prescribed form MR-3 is annexed at Annexure – 10 to this Report.

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.

39) Internal Auditor and their Report

The Board appointed M/s. Mazars as Internal Auditors to conduct Internal Audit for the FY 2016-17. During the year under review, Mazars, Internal Auditor's had submitted their Report for the financial year 2016-17 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 Committee was originally constituted on 8th 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, 2017 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 the Annual report is also 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 and Mr. Praveen Sethia holding 18 fully paid equity shares in individual non-promoter category.

None of directors is having any pecuniary relationship with the company except Mr. Y.L. Madan, Non-executive Independent Director who cease to be director w.e.f. 9th November 2016 pursuant to his resignation who are having business relationship in the ordinary course of business and on arm's length basis.

During the year under review, Mr. Y.L. Madan, Non-executive Independent Director was also paid Rs.3.50 Lacs towards consultancy of Treasury Services which is in ordinary course of business and on arm's length basis.

During the year ended 31st March, 2017, Mr. Sanjeev Goel, Managing Director was paid the remuneration amounting Rs. 17.03 Lacs (Rupees Seventeen Lacs Three Thousand Only) the break-up of which is mentioned in Annexure -7 of this report.

We had applied for approval with Ministry of Corporate Affairs (MCA), Govt. of India related to Managing Director remuneration starting from 1st April 2016 till 31st March 2019. We had received the necessary Approval/ Order from Ministry of Corporate Affairs (MCA), Govt. of India, the details of which is mentioned below.

MD Remuneration Information

Sl.	Financial Year(s)	Effective Capital (Rs. In Crore)	Remuneration that can be paid (in Rs. lacs)	Remarks
1	Financial year starting from 1st April 2016 to 31st March 2016	Rs. 168.54 Cr. As on 1st April 2016	Rs. 193.12 Lacs	Please refer Table -1, for more details related to MD Remuneration that can be paid per annum in respective financial year which is calculated on the basis of resolutions passed by NRC, Board, Shareholders and factual information, available, law position on MD Remuneration read with MCA Order on MD Remuneration
2	Financial year starting from 1st April 2017 to 31st March 2018	Rs. 168.35 Cr. As on 1st April 2017	Rs. 240 Lacs	
3	Financial year starting from 1st April 2018 to 31st March 2019	Assuming Intec Effective Capital is 100 crores and above but less than 250 crores, Assuming Intec Effective Capital is Rs. 5 crores or above but less than 100 crores Assuming Intec Effective Capital is Rs. Negative or less than Rs. 5 crores	Rs. 240 Lacs Rs. 168 Lacs Rs. 64 Lacs	

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 2017 and Notice of 23rd Annual Members whose email addresses are registered with the Company/RTA is sent through e-mail.

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 : 26th August, 2017

Place : New Delhi

Sanjeev Goel

Managing Director

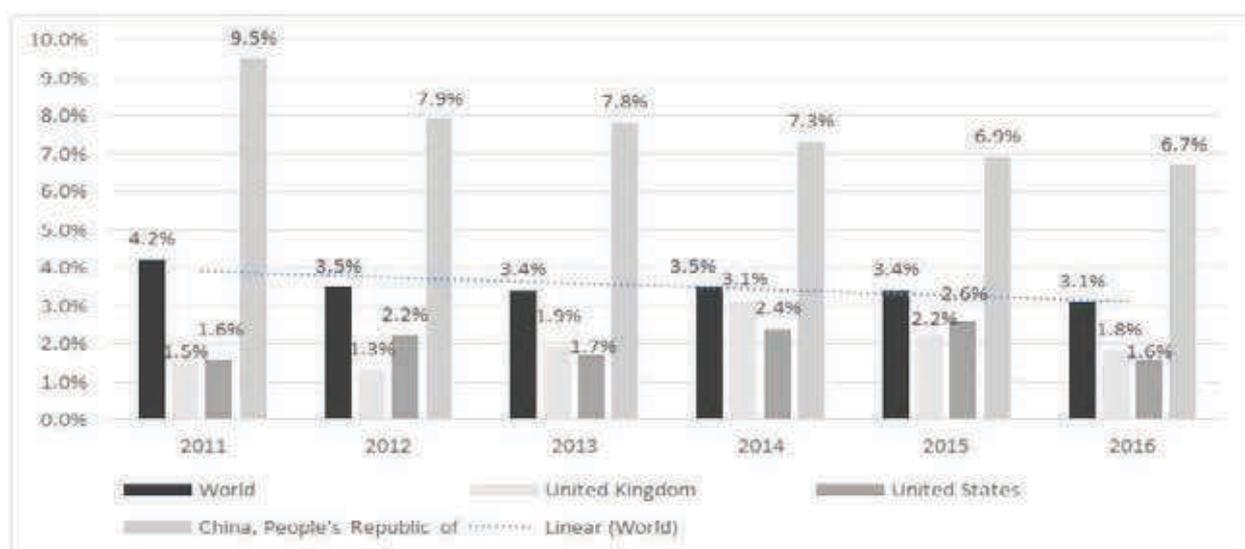
S.K. Goel

Non-Executive Independent Director

Management Discussion and Analysis Report

Global economy

Global economic activity and trade remained slow in 2016. Global financial markets were influenced by three events, viz., the US election, expectations and materialisation of the policy rate hike by the federal reserve, and uncertainty surrounding the Brexit road map. The election of Donald Trump as the president of United States will have a major impact on the global economic environment. In the UK, there are a lot of uncertainties surrounding the negotiations relating to Brexit, as exports rose substantially following the weakening of the pound. There were many geopolitical events that took place such as a coup d'état in Turkey and the ongoing civil war in Syria, among others. Stagnant global trade, subdued investment, and heightened policy uncertainty further added to the woes of the world economy. The Japanese economy continued to recover at a modest pace even as the momentum weakened in second half of 2016. Economic activity in developing economies continued to be diverse. In China, even though year on year GDP growth improved in Q4:2016 and beat the expectations, the quarter on quarter growth showed a sharp loss of momentum. The world GDP was overall low and has a decreasing trend since past few years.



Indian economy

Despite global uncertainties, India's growth in first half of FY 17 was driven by robust public and private consumption. Consumption was supported by lower energy costs, public sector salary and favorable monsoon rains. Economic activity also benefited from a pick-up in FDI and increase in public infrastructure spending. But the second half of FY17 was not the same. Demonetization had a major effect on the indian economy consumer spending reduced in the last quarter and sales of all major companies catering to the indian economy were hit.

Industry overview

Credit growth picked up slightly to 11.3% in FY2015-16 from a two-decade low of 9.1% in the previous year. The credit growth is 2016 -2017 dropped to 60 year low of 5.08%. For the year to March, banks' outstanding credit stood at Rs 78.81 trillion compared to Rs 75.01 trillion as of April 1 2016, show the central bank data. The weakness in credit growth over the last two years has been led by the slow off-take of credit by the industrial sector as corporate balance sheets have remained weak, investment activity has remained muted and the sharp fall in commodity prices has reduced working capital requirements. Banks and financial institutions are saddled with NPA reducing their ability to lend as NPA reduce their capital significantly. The regulatory changes which include demonetization and introduction of GST have also contributed to slow credit growth. However 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.

Source: rbi bulletin

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.

Source : RBI Trends & Progress

Regulatory changes

On June 01, 2016, the Ministry of Corporate Affairs (MCA) published a notification regarding the constitution of the National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT) with effect from the June 01, 2016. The constitution of the aforesaid Tribunals is in exercise of the powers conferred by Sections 408 and 410 respectively of the new Companies Act, 2013.

The establishment of the National Company Law Tribunal (NCLT) consolidates the corporate jurisdiction of the following authorities:

1. Company Law Board
2. Board for Industrial and Financial Reconstruction.
3. The Appellate Authority for Industrial and Financial Reconstruction
4. Jurisdiction and powers relating to winding up restructuring and other such provisions, vested in the High Courts.

With the establishment of the NCLT and NCLAT, the Company Law Board under the Companies Act, 1956 will stand dissolved. This is a big step towards making doing business easy in india. This will also help the financial institutions to resolve their NPA's better.

Source: mondaq.com

SWOT Analysis

Strengths

- High on Service factor
- Vast distribution network
- Speed of innovation of new products and services

Weakness

- High regulatory restrictions
- Uncertain economic environment
- Frequently changing regulations

Opportunities

- Increase in use of technology and digital solutions
- Increase of faith in NBFC sector
- New business models resulting in new products

Threats

- High cost of funds
- High competition from banks
- Rising NPA's

Intec Overview

Intec Capital Limited, one of the leading Non-Banking Financial Institutions in India commenced its operations in 1994. In the business of financing small and medium enterprises (SME) spread all across the country, success is derived from an ability to reach the SMEs or be accessible to them just when they require funds to take their businesses to the next level. Intec Capital Limited works on a sound business model that focuses on building and nurturing long-term relationships with their stakeholders i.e. machinery manufacturers, customers, sales partners that in turn, promotes sustainable growth. Today, Intec has an unparalleled expertise in providing loans for acquisition of machinery, loans against collateral and loans for business functioning with a focus on growing sectors of the economy. Over a period of almost two decades, Intec has been recognized for offering innovative and customer-friendly financial solutions across the SME sector. We have expanded our unique business model to meet almost all the financial requirements of SMEs to grow their businesses.

Highlights of FY 2016-2017

During the year the company reported a total revenue of Rs. 97.47 lacs against a total revenue of 131.72 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 call center which was established in FY15-16 has been expanded and has also been contributing towards recovery. The management believes FY17-18 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. 67.89 lacs to Rs. 54.60 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. 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

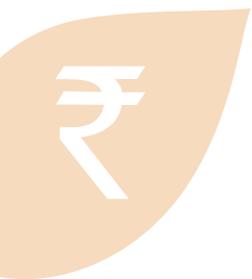
term loans, working capital limits, non-convertible debentures and cash credit limits.

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 five Directors with adequate combination of Independent/Non Independent, Executive, Non-executive. 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 31st March, 2017

Name	Date of joining the Board	Relationship with other Directors	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 ##
Managing Director						
Mr. Sanjeev Goel DIN-00028702	15/02/1994	Spouse of Mrs. Ritika Goel	644464	2	1	-
Independent Directors						
Mr. S. K. Goel DIN:00963735	13/02/1998	-	-	2	2	-

Name	Date of joining the Board	Relationship with other Directors	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 ##
Mr. Y. L Madan DIN:05123237***	07/11/2011	-	-	2	-	1
Mr. Rakesh Kumar Joshi DIN:02410620	27/02/2002	-	-	-	2	-
Mr. Praveen Sethia DIN:02310777	05/04/2010	-	18	-	1	-
Non-Independent Director						
Mrs. Ritika Goel DIN:00053387	20/03/2015	Spouse of Mr. Sanjeev Goel	-	1	-	-
Nominee Director						
Mr. Vishal Kumar Gupta DIN:02368313 (See Note Below)	26/03/2013	-	-	2	2	-

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

Includes only Audit Committee and Stakeholders' Relationship Committee

*** Mr. Y.L. Madan Cease to be the Member of Board upon his resignation w.e.f 09th November, 2016.

Note: Mr. Vishal Kumar Gupta has resigned from Board of Directors w.e.f. 8th August 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, 2017, Six (6) Board meetings were held on the below mentioned dates:

1) Wednesday, 25th May, 2016	2) Friday, 12th August, 2016
3) Friday, 26th August, 2016	4) Wednesday, 09th November, 2016
5) Friday, 10th February, 2017	6) Saturday, 11th March, 2017

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 Financial year 2016-17, the Independent Directors Viz. Mr. Praveen Sethia, Mr. Rakesh Kumar Joshi and Mr. S.K. Goel met on 24th March, 2017 and inter alia and had discussed:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- 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 familiarization and training were required. However, all independent directors were familiarized in the various Board Meetings related to any key law changes

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

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 26th May 2017 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 1st April 2016	As on 31st March 2017	As on Date of report
Mr. Praveen Sethia (Non-Executive Independent Director) As Chairperson of the Committee	Yes	Yes	The Committee comprises of three Director Member viz.
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes (See Note-1 below)	- Mr. Praveen Sethia - Mr. Rakesh Kumar Joshi
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	- Mr. S.K. Goel
Mr. S.K. Goel (Non-Executive Independent Director)	No	Yes (**Becomes member w.e.f. 10 th February, 2017)	

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

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 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 four (4) times on the below mentioned dates:

1) Wednesday, 25th May, 2016	2) Friday, 12th August, 2016
3) Wednesday, 09th November, 2016	4) Friday, 10th February, 2017

3.2. Nomination and Remuneration Committee (NRC)

Composition of Committee	As on 1st April 2016	As on 31st March 2017	Committee as on Date
Mr. S.K. Goel (Non-Executive Independent Director)	No	Yes (See Note-3 Below)	Now the NRC as on date comprises of Mr. S.K. Goel as chairperson of the Committee, Mr. Praveen Sethia, Mr. Rakesh Kumar Joshi
Mr. Praveen Sethia (Non-Executive Independent Director)	Yes	Yes	
Mr. Sanjeev Goel (Managing Director)	Yes (** Ceases to be w.e.f. 12th August 2016)	No	
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes (See Note-1 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mr. Y.L. Madan (Non-Executive Independent Director)	Yes	No (See Note-2)	

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

Note-2: Ceases to be Member w.e.f. 9th November 2016 pursuant to resignation from directorship of the Company

Note-3: Becomes member w.e.f. 9th November 2016). Mr. S.K. Goel is made chairperson of the Committee w.e.f. 11th August 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 four times during the Financial year 2016-17 on the below mentioned dates:

During the period under review NRC held Four (4) times on the below mentioned dates:

1) Wednesday, 25th May, 2016	2) Friday, 12th August, 2016
3) Wednesday, 09th November, 2016	4) Friday, 10th February, 2017

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 31st March, 2017 are as follows:

(Amount in ₹)

Name of Directors	Designation	Relationship with Directors	Sitting fee (5,000 per Board meeting attended)	Commission	Salary and allowances	Perquisites	Total
Mr. Sanjeev Goel	Managing Director	Spouse of Mrs. Ritika Goel	30,000	Nil	16,92,000	11,000	17,33,000
Mr. Vishal Kumar Gupta	Non-executive Nominee Director	None	15,000	Nil	Nil	Nil	15,000
Mr. Praveen Sethia	Non-Executive Independent Director	None	25,000	Nil	Nil	Nil	25,000
Mr. S.K Goel	Non-Executive Independent Director	None	30,000	Nil	Nil	Nil	30,000
Mr. Rakesh Kumar Joshi	Non-Executive Independent Director	None	5,000	Nil	Nil	Nil	5,000
Mr. Y.L Madan**	Non-Executive Independent Director	None	15,000	Nil	Nil	Nil	15,000
Mrs. Ritika Goel	Non-Executive Non-Independent Women Director	Spouse of Mr. Sanjeev Goel	20,000	Nil	Nil	Nil	20,000

** Mr. Y.L Madan has tendered his resignation on 09th November, 2016.

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

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

Composition of Committee	As on 1st April 2016	As on 31st March 2017	As on date
Mr. S.K. Goel (Non-Executive Independent Director) As Chairperson of the Committee	Yes	Yes	The committee as on date comprises of Mr. S.K. Goel as Chairperson of the Committee and Mr. Sanjeev Goel and Mr. Rakesh Kumar Joshi
Mr. Sanjeev Goel (Managing Director)	Yes	Yes	
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes (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, 3 (Three) Meetings held during the year:

1) Wednesday, 21st September, 2016 2) Monday, 23rd January, 2017 3) Friday, 03rd February, 2017

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, 2017, complaints received from the shareholders as follows:

Particular	Complaint Received	Complaint Redressed
Non-Receipt of Dividend	4	4
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)	1	1

3.4 Corporate Social Responsibility Committee (CSR)

Composition of Committee	As on 1st April 2016	As on 31st March 2017	As on date
Mr. Sanjeev Goel (Managing Director), as Chairperson of the Committee)	Yes	Yes	The committee as on date comprises of Mr. Sanjeev Goel as Chairperson of the Committee and Mr. S.K. Goel, Mr. Rakesh Kumar Joshi and Mrs. Ritika Goel.
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes (See Note-1 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mrs. Ritika Goel (Non-Executive Independent Director)	Yes	Yes	
Mr. S.K. Goel (Non-Executive Independent Director)	No	NO (See Note-2 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. S.K. Goel is made member w.e.f. 11th August 2017

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, 2017, the CSR met three (3) times on the below mentioned dates:

1) Wednesday, 25 th May, 2016	2) Wednesday, 09 th November, 2016
3) Friday, 10 th February, 2017	

3.5 Risk Management Committee (RMC)

Composition of Committee	As on 1st April 2016	As on 31st March 2017	As on date
Mr. Sanjeev Goel (Managing Director), as chairperson of the Committee)	Yes	Yes	The Committee as on date comprises of Mr. Sanjeev Goel as Chairperson and Mr. S.K. Goel and Mr. Rakesh Kumar Joshi
Mr. Praveen Sethia (Non-Executive Independent Director)	Yes	Yes (See Note-7)	
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes(See Note-1 below)	
Mr. Y.L. Madan (Non-Executive Independent Director)	Yes	No (See Note-2 below)	
Mr. Rakesh Kumar Joshi (Non-Executive Independent Director)	Yes	Yes	
Mr. S.K. Goel (Non-Executive Independent Director)	No	Yes (See Note-3 Below)	
Mr. Vinay (Head – Operations)	No	No (See Note-4 Below)	
Mr. Sudhindra Sharma (CFO)	Yes	No (See Note-5 Below)	
Mr. Sudhir Menon (Head – Credit)	Yes	No (See Note-6 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. Y. L. Madan (Non-Executive Independent Director) (**Ceases to be member w.e.f. 9th November 2016 pursuant to resignation form directorship of the Company)

Note-3: Mr. S.K. Goel (Non-Executive Independent Director) (**Becomes member w.e.f. 10th February, 2017 as members of the Committee).

Note-4: Mr. Vinay Patel (Head Operations) (becomes member w.e.f. 12th August 2016 and Ceases to be member w.e.f. 9th November 2016)

Note-5:-Mr. Sudhindra Sharma (Chief Financial officer) (**Ceases to be member w.e.f. 9th November 2016),

Note6:-Mr. Sudhir Menon (Head Credit) (**Ceases to be member w.e.f. 9th November 2016)

Note-7: Mr. Praveen Sethia ceases to be member w.e.f. 11th August 2017.

Now the RMC as on date of this 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, 2017, the Risk Management Committee met four (4) times on the below mentioned dates for reviewing the Company level risks and mitigation plans and actions.

1) Wednesday, 25th May, 2016	2) Friday, 12th August, 2016
3) Wednesday, 09th November, 2016	4) Friday, 10th February, 2017

3.6 Asset Liability Management Committee (ALCO):

Composition of Committee	As on 1st April 2016	As on 31st March 2017	As on date
Mr. Sanjeev Goel (Managing Director), as chairperson of the Committee)	Yes	Yes	The Committee as on date comprises of Mr. Sanjeev Goel as Chairperson and Mr. S.K. Goel.
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes(See Note-1 below)	
Mr. Y.L. Madan (Non-Executive Independent Director)	Yes	No (See Note-2 below)	
S.K. Goel (Non-Executive Independent Director)	No	Yes (See Note-3 Below)	
Mr. Vinay (Head – Operations)	No	No (See Note-4 Below)	
Mr. Sudhindra Sharma (CFO)	Yes	No (See Note-5 Below)	
Mr. Sudhir Menon (Head – Credit)	Yes	No (See Note-6 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. Y. L. Madan (Non-Executive Independent Director) (**Ceases to be member w.e.f. 9th November 2016 pursuant to resignation form directorship of the Company)

Note-3: Mr. S.K. Goel (Non-Executive Independent Director) (** Becomes member w.e.f. 9th November 2016).

Note-4: Mr. Vinay Patel (Head Operations) (becomes member w.e.f. 12th August 2016 and Ceases to be member w.e.f. 9th November 2016)

Note-5:-Mr. Sudhindra Sharma (Chief Financial officer) (**Ceases to be member w.e.f. 9th November 2016),

Note6:-Mr. Sudhir Menon (Head Credit) (**Ceases to be member w.e.f. 9th November 2016)



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, 2017, the ALCO met Four (4) times on the below mentioned dates:

1) Saturday, 23rd April, 2016	2) Friday, 28th October, 2016
3) Tuesday, 27th December, 2016	4) Wednesday, 08th March, 2017

3.7. Operations Review Committee (ORC)

Composition of Committee	As on 1st April 2016	As on 31st March 2017	As on date
Mr. Sanjeev Goel (Managing Director), As the Chairperson of the Committee	Yes	Yes	The Committee as on date comprises of Mr. Sanjeev Goel as Chairperson and Mr. Rakesh Kumar Joshi.
Mr. Vishal Kumar Gupta (Non-Executive Nominee Director)	Yes	Yes (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.

During the Financial Year ended 31st March, 2017, the ORC met One (1) time on the below mentioned date:

1) Wednesday, 09th November, 2016

On the Board meeting held on 11th August, 2017, Operations review committee stands dissolved.

3.8. BTA Implementation Committee (formed w.e.f. 26th May 2017)

The BTA Implementation Committee was constituted in the Board Meeting held on 26th 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).

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.

During the period under review, the BTA Implementation Meeting is as follows:

Nil meeting during the year under review i.e.,
Financial Year ended 31st March, 2017

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
2015-2016	B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019	24th September, 2016	11.15 A.M	Yes
2014-2015	B.C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019	24th September, 2015	11.00 A.M	Yes
2013-2014	B.C. Pal Memorial Auditorium, A-81, Chittranjan Park, New Delhi-110019	24th September, 2014	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
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	-
24th September, 2014	No	-
25th September, 2013	Yes	Increase in the remuneration of Mr. Sanjeev Goel, Managing Director of the Company with effect from 01st April, 2013 which is in excess of 5% limits as prescribed in section 309 read with section 349 and other applicable provisions of the companies Act, 1956

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

(d) Postal Ballot

During the year, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules 2014, certain resolutions were passed by shareholders by postal ballot. The Notice of postal ballot was mailed to all shareholders along with postage prepaid envelopes. E-voting facility was also offered to eligible shareholders to enable them to cast their votes electronically. Mr. Krishna Kumar Sharma & Co., practicing Company Secretary as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner and submit his report to the Chairman or Managing Director or any other Director or to the Company Secretary of the Company. The details of the postal ballots are given below:

Sr. No	Date of Announcement of results of announcement of results	Nature of Resolution	Item	Total no. of votes polled	Votes in Favour (%)	Votes against (%)
	08th May, 2015	Ordinary Resolution	Appointment of S.R Batlibaoi & Associates as new Statutory Auditors of the company to fill Casual vacancy	15681591	15681590	1
	08th May, 2015	Special Resolution	Re-appointment of Mr. Sanjeev Goel, as Managing Director of the Company for a further period of 5 years in terms of Companies Act, 2013.	15681591	15681590	1
	08th May, 2015	Special Resolution	Remuneration Payable to Mr. Sanjeev Goel, Managing Director of the Company w.e.f. 1st April 2015 for three financial years ending on 31st March, 2018 in accordance with the applicable provisions of the Companies Act 2013	15681591	15681590	1

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. 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 and annual results of the Company are also available on the websites of BSE Ltd. viz .www.bseindia.com.

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: Wednesday, 27th September, 2017

Time: 11:15 am

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

b) Financial Year:

Financial year: 1st April, 2016 to 31st March, 2017

For the Year Ended March 31, 2017, results announced on:

- Friday, 12th August, 2016 : Unaudited Results for First quarter ended 30th June, 2016
- Wednesday, 9th November, 2016 : Unaudited Results for Second Quarter/Half year ended 30th September, 2016
- Friday 10th February, 2017 : Unaudited Results for Third quarter/Nine Months ended 31st December, 2016
- Friday 26th May, 2017 : Annual Audited Financial Results for FY ended 31st March, 2017

(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
Delhi Stock Exchange Limited., DSE House,3/1, Asaf Ali Road, New Delhi – 110 002	109199 Note: Ceases to be Stock Exchange pursuant to process of law.

The Company has paid the requisite Annual Listing Fees to the BSE Stock Exchange for the financial year 2016-17. The Securities have not been suspended from trading.

As the Delhi Stock Exchange Association Limited is delisted/derecognized by the SEBI and hence no listing fees is required to be paid for the financial year 2016-17. The Securities have not been suspended from trading.

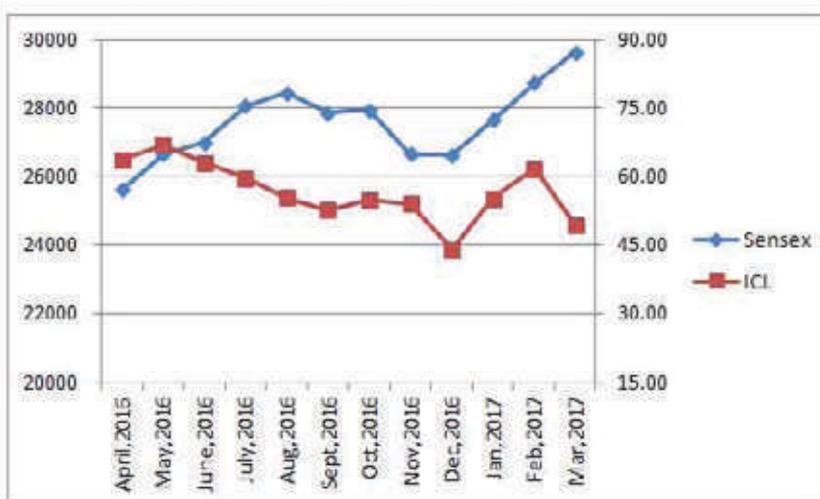
The ISIN Number of the Company for listed fully paid Equity Shares is INE017E01018.

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-16	70.00	63.65	63.75	2527
May-16	67.00	60.45	67.00	407
Jun-16	66.00	59.60	63.00	944
Jul-16	65.95	54.00	59.70	7885
Aug-16	61.00	50.50	55.35	3369
Sep-16	58.00	52.25	52.75	3757
Oct-16	57.20	51.70	55.00	1339
Nov-16	54.00	54.00	54.00	100
Dec-16	53.00	43.90	44.10	2199
Jan-17	55.25	46.25	55.25	1117
Feb-17	64.90	57.50	61.70	952
Mar-17	61.70	47.20	49.50	8523

Chart A – The Company's share performance compared to the BSE Sensex for FY 2016-2017



e) Registrar and Share Transfer Agents:

Beetal Financial and Computer Services Private Limited
Beetal House, 3rd Floor, 99 Madangir Behind LSC, New Delhi – 110062
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 31st March, 2017.

Table I: Distribution of shareholding by size as on 31st March, 2017:

Number of Shares	Number of Shareholders	Shareholders (%)	Number of shares held	Shareholding (%) to total
Up To 5000	1138	83.79	184550	1.0048
5001 To 10000	114	8.39	82436	0.4488
10001 To 20000	66	4.86	91478	0.4981
20001 To 30000	2	0.14	5352	0.0291
30001 To 40000	5	0.36	17273	0.0940
40001 To 50000	10	0.73	47975	0.2621
50001 To 100000	5	0.36	37532	0.2044
100001 And Above	18	1.32	17899654	97.4595
Total	1358	100.00	18366250	100.00

Table II: Distribution of shareholding by ownership as on 31st March, 2017:

Category	No. of shares held	Percentage of Shareholding (%)
Promoter's Holding		
Promoters		
-Indian Promoters	10064522	54.8
Foreign Promoters	3646142	19.85
Persons acting in Concert	-	
Sub-Total	13710664	74.64
Non-Promoter's Holding		
Institutional Investors	-	-
Mutual Funds & UTI	-	-

Category	No. of shares held	Percentage of Shareholding (%)
Banks, Financial Institutions, Insurance Companies (Central /State Govt. Institutions/Non- Government Institutions	-	-
Foreign Institutional Investors	-	-
Sub-Total	-	-
Others	-	-
Private Corporate Bodies	4150406	22.60
Indian Public	464312	2.53
NRIs/OCBs	16908	0.09
Any other (please specify)	23960	0.13
Sub-Total	4655586	25.36
Total	18366250	100

h) Dematerialization of shares and liquidity:

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

As on 31st March, 2017, 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	18125266	98.69
2	Physical	240984	1.31
3	Total	18366250	100

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,

Fax: 011-46522333

E-mail: complianceofficer@inteccapital.com

8. 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. 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	Yes
Composition of various committees of board of directors Yes	Yes
Code of conduct of board of directors and senior management personnel Yes	Yes
Details of establishment of vigil mechanism/Whistle Blower policy Yes	Yes
Criteria of making payments to non-executive directors Not Applicable	Yes
Policy on dealing with related party transactions Yes	Yes
Policy for determining 'material' subsidiaries Yes	Yes
Details of familiarization programmes imparted to independent directors	Yes

Item	Compliance status (Yes/No/NA)
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
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.

9. 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 31st March, 2017, is annexed to the Corporate Governance Report.

10. 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 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL).

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.

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 31st March 2017, 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 1st April 2016 to 31st March 2017.

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: 01/08/2017

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 Code applicable to them during the year ended 31st March, 2017.

Date : 26th August 2017
Place : New Delhi

For Intec Capital Limited
Sanjeev Goel
Managing Director
DIN: 00028702

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 31st March, 2017

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, 2017 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 2017 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.
4. 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

Sanjeev Goel
Managing Director
DIN: 00028702

Date: 26th May 2017
Place: New Delhi



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. (112, 04,134.10)
7. Total assets – Rs. 12, 74, 68,740.90
8. Total Liabilities –Rs. 12, 74, 68, 740.90
9. Investments - Nil
10. Turnover - Nil
11. Profit before taxation –Rs. (1, 56, 610.93)
12. Provision for taxation - Nil
13. Profit after taxation – Rs. (1, 56, 610. 93)
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
ii. Not Considered in Consolidation	NA	NA	NA

- Names of associates or joint ventures which are yet to commence operations.
- 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	L74899DL1994PLC057410
ii.	Registration Date	15th 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 Behind LSC, 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. Indebtness

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

(Amounts in ₹ lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	49,395.24	792.80	-	50,188.04
ii) Interest due but not paid	102.29	-	-	102.29
iii) Interest accrued but not	58.88	161.04	-	219.92

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Total (I + ii + iii)	49,556.41	953.84	-	50,510.25
Change in Indebtedness during the financial year				
Addition	157.50	-	-	157.50
Reduction	15,539.12	625.13	-	16,164.25
Net Change	(15,381.62)	(625.13)	-	(16,006.75)
Indebtedness at the end of the financial year				
i) Principal Amount	34,174.79	328.71	-	34,503.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	83.53	-	-	83.53
Total (I + ii + iii)	34,258.32	328.71	-	34,587.03

V. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹ Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Sanjeev Goel	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	17.03	17.03
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - Others, specify...	NIL NIL	NIL NIL
5.	Others, (Director Sitting Fee)	0.30	0.30
6.	Total(A)	17.33	17.33
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		Not applicable Refer note -1 below

Note : During the year ended 31st March, 2017, the Company has paid managerial remuneration over and above the amount mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013, by Rs. 112.97 lakhs and was shown as an advance to the managing director at 31st March, 2017 since the Central Government approval required under Section 197 and 198 of the Companies Act for the same was pending. It has been charged to the profit and loss account during the quarter ended June 30, 2017 as the necessary Central Government approval was received on August 01, 2017. For more details, refer para 42 of Directors Report under which we can pay upto Rs. Rs. 193.12 Lacs for financial year ended 31st March 2017.

B. Remuneration to other directors:

(Amount in ₹ Lakhs)

Sl. No.	Particulars of Remuneration	Name of other Directors						Total Amount
		Mr. Praveen Sethia	Mr. Vishal Kumar Gupta	Mr. Y L Madan	Mr. Rakesh Kumar Joshi	Mr. S K Goel	Ms. Ritika Goel	
	Independent Directors							
	• Fee for attending board committee meetings	0.25	0.15	0.15	0.05	0.30	0.20	1.10
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	0.25	0.15	0.15	0.05	0.30	0.20	1.10
	Other Non-Executive Directors							
	• Fee for attending board committee meetings	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	0.25	0.15	0.15	0.05	0.30	0.20	1.10
	Total Managerial Remuneration							18.13
	Overall Ceiling as per the Act							Refer Note in A above

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		12.40	26.03	38.43
	(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	Not Applicable	-	-	-
3	Sweat Equity		-	-	-
4	Commission - as % of profit - Others, specify		-	-	-
5	Others		2.11	4.72	6.83
6	Total		14.51	30.75	45.26

VI. 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)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
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> <ul style="list-style-type: none"> 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.
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.	<p>Mr. Sanjeev Goel - Managing Director Mr. Rakesh Kumar Joshi - Non-Executive Independent Director Mr. S.K. Goel - Non-Executive Independent Director Mrs. Ritika Goel, Non-Executive Non-Independent Women Director</p> <p>Note: Please Para 3.4 of Corporate Governance Report related to constitution of Committee</p>
4.	Average net profit of the Company for last three financial years.	Average Net Profit for last three previous year 2013-14, 2014-15 and 2015-16 (Rs. 1584.52 Lacs)
5.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs.31.69 Lacs
6.	Details of CSR spent during the financial year:	
	a) Total amount to be spent for the financial year	Rs.5.18 Lacs
	b) Amount unspent, if any;	Rs.26.51 Lacs (Note: Amount unspent shall not be carried forward as resolved by the Board of Directors)

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.Overheads:	Cumulative Spend upto to the reporting period.	Amount spent: Direct/through implementing agency*
2.	Shikhar	Girls Education Events Counseling Sessions	Okhla	4,64,995		
3.	Swachh Bharat Abhiyan	House Keeping Boys		17,700		
4.	Manpower & Miscellaneous Cost			-		
TOTAL				4,82,695		
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. Rakesh Kumar Joshi Non-executive Independent Director			Mr. Sanjeev Goel, Managing Director Chairman CSR Committee		



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 there to

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
DIN: 00028702

Date: 26th August, 2017

Place: New Delhi

Exhibit-1 to Annexure-9

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl.	(a) Name(s) of the related party and nature of relationship	(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:
1	M/s Infrastructure Advisors Private Limited 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, 2016-31st March, 2017	Providing advisory and other allied services to business development, procurement, consultancy services relating to strategic issues etc	25th May 2016	12.94 lacs
2	Mr. Y.L Madan; Acting as Non Executive Independent Director	To advice on liquidity position of the company including cost of funds and sourcing mix. Etc.	1st April, 2016-31st March, 2017	Provides advisory and other allied services to Board of Directors and to Managing Directors time to time. The company shall pay Rs, 6,00,000 per annum plus applicable taxes.	25th May 2016	3.50 lacs
3	Intec Infonet Pvt. Ltd	Consumables and Maintenance -charges/ Purchase of Assets/other purchase	1st April, 2016-31st March, 2017	Consumables and Maintenance -charges/Purchase of Assets/other purchase	25th May 2016	1.82 lacs
4	AG8 Venture Limited	Loan Transactions	1st April, 2016-31st March, 2017	Interest and Loan Transactions	25th May 2016	Interest paid 48.61 lacs, Loan repaid 42.79 lacs
5	Amulet Technologies Ltd	Loan Transactions	1st April, 2016-31st March, 2017	Interest and Loan Transactions	25th May 2015	No transactions done during the year
6	Mr. Sudhindra Sharma	Salary and other Remuneration	1st April, 2016-31st March, 2017	Salary and other Remuneration	25th May 2016	30.75 lacs
7	Mr. Puneet Sehgal	Salary and other Remuneration	1st April, 2016-31st March, 2017	Salary and other Remuneration	25th May 2016	14.51 lacs
8	Mr. Pranav Goel	Salary and other Remuneration	1st April, 2016-31st March, 2017	Salary and other Remuneration	25th May 2016	4.91 lacs



Secretarial Audit Report

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2017

[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, 2017 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, 2017 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, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (applicable w.e.f. 15th May 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;
- (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

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 and Debt Securities
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (iii) SEBI (Listing of Obligations and Disclosure Requirements) Regulation, 2015 (Applicable w.e.f. 1st December, 2015).

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



We further report that:

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.

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.

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.

Place: New Delhi

Date: 17.08.2017

For Sudhanshu Singhal & Associates

Company Secretaries

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 and 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. 2016-17, 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 about the compliances of laws, rules and regulations and happening of events etc
5. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to 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.

Place: New Delhi
Date: 17.08.2017

For **Sudhanshu Singhal & Associates**
Company Secretaries

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 31st 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 of Rs. 5000/- fixed for attending each Board Meeting. .
 - 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 on or before February 2018.
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:

1.2. This Familiarization 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.

1.3. This Familiarization 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 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.
3.11	Business overview	The Independent directors were made to appraise about the Business overview and an outline of Corporate Plan and Annual targets
3.12	Overview of sales and Marketing	The Independent directors were made to appraise the Overview of sales and marketing and operational efficiency level.
3.13	Introduction to Product profile	The Independent directors were made to appraise about the Introduction to Product profile etc.
3.14	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 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
	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.
	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.
	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.
	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.



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.
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.
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.
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 programme is 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 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 Programme shall be reviewed on or before February 2018.

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

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				
Rule	Rule description	1	2	3
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.				
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;				
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	-	-

- C. 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.

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 For the financial year ended 31st March, 2017

Particulars		Information	
Rule	Description of rule		
5 (i) 1	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Designation Managing Director	Ratio of remuneration of each Director/to median remuneration of employees 4.35:1
5 (ii) 1 2 3	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year. Managing Director Chief Financial Officer Company Secretary	Designation	% Decrease in Remuneration in 2015-16 86.04% 12.22% 7.33%
5 (iii)	The percentage increase in the median remuneration of employees in the financial year.		51.22%
5 (iv)	The number of permanent employees on the rolls of the company.		As on 31.03.2017 - 158 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 8.43% as compared to FY 2015-16 whereas the average increase in managerial personnel salary is 34.94% as compared to FY 2015-16.
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;		Omitted as per amendment in the rules vide notification dated 30th June 2016
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:-

- Median is calculated on the basis of the employee who has served the organisation for whole year.
- The % age increase/decrease are based on the salary given during the financial year . It includes basic, allowances, perquisites and variable incentive.
- 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 Financial Statements

We have audited the accompanying standalone financial statements of Intec Capital Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, and the Companies (Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control 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.

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, issued by the Institute of Chartered Accountants of India, as 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 financial statements. The procedures selected depend on the auditor's 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 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 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 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 standalone 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 state of affairs of the Company as at March 31, 2017, its profit/loss, and its cash flows for the year ended on that date.

Emphasis of Matter

- (a) Without qualifying our opinion, we draw attention to note 2.30 to the financial results. The Company has obtained the shareholder's 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.

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 1 a statement on the matters specified in paragraphs 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 purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and 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 Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;
 - (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (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 2.26 (iv) to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv. The Company has disclosed in Note 2.32 to the financial statements the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 ('the Period') as well as the dealings in Specified Bank Notes during the Period. Based on our audit procedures performed and management representations obtained with regard to the holding and nature of cash transactions, including those in Specified Bank Notes, we report that these disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management except as mentioned below. We report that, the Company has received amount aggregating Rs. 15.23 lakhs from borrowers which were not permitted.

Further, we report that, we were not made available sufficient appropriate audit evidence for denomination wise details and accordingly do not comment on the following:

- a) Details of amount exchanged Rs. 36.55 lakhs of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016; and
- b) Denomination wise details of petty cash expenses incurred of Rs. 2.85 lacs for payment made during the period from November 9, 2016 to December 30, 2016.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Amit Kabra

Partner

Membership Number: 094533

Place of Signature: Jaipur

Date: May 26, 2017



Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

Re: Intec Capital Limited (‘the Company’)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets, except for fixed assets of Rs. 24.82 lacs for which the records are maintained for group of similar assets and not for each individual asset.
 - (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- (ii) The Company’s business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, , service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
- (ix) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.

Further, monies raised by the Company by way of term loans were applied for the purpose for which those were raised, though idle/surplus funds which were not required for immediate utilization were gainfully invested in liquid assets payable on demand.

- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the Company has obtained the shareholder's approval for payment of managerial remuneration upto 11% of the limits as specified under section 197 and 198 of Companies Act, 2013 (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 which is detailed as under:

S. No.	Name of the Director, MD, WTD or any other person to whom remuneration is provided or paid which is not in accordance with section 197	Amount involved (in excess of the limit prescribed)	Amount due for recovery as at Balance sheet date	Steps taken to recover the amount	Remarks
1	Mr. Sanjeev Goel	Rs. 9.29 lakhs	Rs. 112.97 lakhs	See Remarks	The Company has obtained the approval from the Shareholders in the annual general meeting held on September 24, 2016. Further, excess paid to be recovered from salary.

- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Amit Kabra
Partner
Membership Number: 094533
Place of Signature: Jaipur
Date: May 26, 2017

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Intec Capital Limited

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, 2017 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 Company's Management 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 issued by the Institute of Chartered Accountants of India. 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 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 information, as required under the Companies Act, 2013.

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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 auditor's 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 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, 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, 2017, 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.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Amit Kabra

Partner

Membership Number: 094533

Place of Signature: Jaipur

Date: May 26, 2017



Balance Sheet as at March 31, 2017 (All amounts in Indian Rupees (₹) in lakhs)

	Note No.	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share capital	2.1	1,836.63	1,836.63
Reserves and surplus	2.2	14,998.36	15,017.39
		16,834.99	16,854.02
Non-current liabilities			
Long-term borrowings	2.3	7,939.98	15,860.57
Other long-term liabilities	2.4	336.10	1,483.05
Long-term provisions	2.5	2,909.64	2,227.08
		11,185.72	19,570.70
Current liabilities			
Short-term borrowings	2.6	19,116.53	24,038.24
Trade payables	2.7	115.63	204.94
Other current liabilities	2.8	9,085.95	12,103.20
Short-term provisions	2.9	142.02	170.74
		28,460.13	36,517.12
Total		56,480.84	72,941.84
Assets			
Non-current assets			
Fixed assets	2.10		
- Tangible		104.96	157.08
- Intangible		65.70	83.32
Non-current Investments	2.11	34.14	34.14
Deferred tax Assets (net)	2.12	1,000.62	892.62
Long-term loans and advances	2.13	35,599.73	44,888.48
Other non-current assets	2.14	918.16	876.81
		37,723.31	46,932.45
Current assets			
Cash and bank balances	2.15	1,468.34	1,673.13
Short-term loans and advances	2.16	16,662.66	23,432.47
Other current assets	2.17	626.53	903.79
		18,757.53	26,009.39
Total		56,480.84	72,941.84
Significant accounting policies	2		

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

As per our report of even date attached

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration No. 101049W/E300004

Amit Kabra
Partner
Membership No.: 094533

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

Sanjeev Goel
Managing Director
DIN No. 00028702

S.K. Goel
Director
DIN No. 00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Statement of Profit and Loss for the year ended March 31, 2017

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

	Note No.	For year ended March 31, 2017	For year ended March 31, 2016
Revenue			
Revenue from operations	2.18	9,719.13	13,125.10
Other income	2.19	28.52	47.49
Total revenue		9,747.65	13,172.59
Expenses			
Employee benefits expense	2.20	1,056.75	2,338.63
Finance costs	2.21	5,460.23	6,789.47
Depreciation and amortisation	2.10	70.26	91.24
Other expenses	2.22	3,022.58	2,958.59
Total expenses		9,609.82	12,177.93
Profit before tax		137.83	994.66
Tax expense			
- Current tax		194.48	147.96
- Deferred tax (credit)/ charge		(108.00)	203.68
- Provision for tax for earlier years		15.05	-
		101.53	351.64
Profit for the year		36.30	643.02
Earning per equity share (par value of ₹ 10 per share) (refer to note 2.40)			
- Basic		0.20	3.50
- Diluted		0.20	3.50
Significant accounting policies	2		

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

As per our report of even date attached

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Resgistration No. 101049W/E300004

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

Amit Kabra
Partner
Membership No.: 094533

Sanjeev Goel
Managing Director
DIN No. 00028702

S.K. Goel
Director
DIN No. 00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Cash Flow Statement for the year ended March 31 2017

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

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Cash flow from operating activities		
Profit before tax	137.83	994.66
Adjustments for:		
Depreciation and amortisation	70.26	91.24
Provision for sub-standard and doubtful assets	813.96	(562.11)
Provision for standard assets	(147.28)	(32.67)
Provision for doubtful advances	5.58	-
Loss on sale of fixed assets (net)/ assets discarded	4.71	10.61
Bad and doubtful debts written off	912.86	1,957.47
Operating profit before working capital changes	1,797.92	2,459.20
Movement in working capital:		
Decrease in loans and advances	15,140.05	(2,271.83)
Increase in current and non current assets	473.83	97.43
Increase in trade payables, current and non current liabilities	(1,289.02)	(1,037.94)
Decrease/(Increase) in other bank balances	194.36	75.75
Increase in short-term and long-term provisions	(8.72)	(15.79)
Cash from operations	16,308.42	(693.18)
Taxes paid	(451.56)	(683.39)
Net cash from operating activities (A)	15,856.86	(1,376.57)
Cash flow from investing activities		
Purchase of fixed assets	(11.00)	(46.78)
Proceeds from sale of fixed assets	5.77	19.05
Net cash from investing activities (B)	(5.23)	(27.73)
Cash flow from/ (used in) financing activities		
Dividend paid (including tax thereon)	(55.33)	(110.60)
Proceeds from commercial papers issued by banks	-	2,000.00
Repayment of commercial papers	(1,000.00)	(2,000.00)
Proceeds from cash credits account	157.50	-
Repayment of cash credits account	(4,079.15)	122.36
Proceeds from secured loans	-	10,000.00
Repayments of secured loans	(10,259.96)	(10,935.16)
Repayment of unsecured loans	(625.13)	(924.44)
Net cash from/ (used in) financing activities (C)	(15,862.07)	(1,847.84)
Net increase in cash and cash equivalents (A+B+C)	(10.44)	(3,252.14)
Cash and cash equivalents at the beginning of the year	314.89	3,567.03
Cash and cash equivalents at the end of the year	304.45	314.89



Cash Flow Statement for the 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 and the Companies (Accounting Standards) Amendment Rules, 2016.
- The notes referred to above form an integral part of the financial statements.
- Cash and cash equivalents in the balance sheet comprises of Cash in hand and Cash at bank.

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

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Cash and cash equivalents at the end of the year (refer note 2.15)	304.45	314.89
Add:- Other bank balances (refer note 2.15)	1,446.28	1,901.22
Total cash and bank balances (including long term deposit)	1,750.73	2,216.11
Less: Deposits with banks (maturity over 12 months)	(282.39)	(542.98)
Cash and bank balances at the end of the year	1,468.34	1,673.13

As per our report of even date attached

For **S. R. Batliboi & Associates LLP**
ICAI Firm Registration No. 101049W/E300004
Chartered Accountants

Amit Kabra
Partner
Membership No.: 094533

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

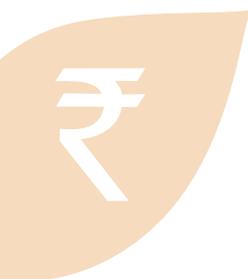
Sanjeev Goel
Managing Director
DIN:00028702

S.K. Goel
Director
DIN:00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017



Notes to financial statements for the year ended March 31, 2017

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

1 Corporate information

Intec Capital Limited ('the Company') incorporated in India on 15 February 1994, is registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated 4 May 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 4 November 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. During the financial year 2014-15, Company has been registered as an Asset Finance Company ('AFC'), as defined by the RBI.

2 Significant accounting policies

(a) Basis of preparation of financial statements:

The financial statements have been prepared 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 (IGAAP) and as per the guidelines issued by Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-deposit accepting or holding) Companies ('NBFC Regulation'). The financial statements have been prepared on an accrual basis and under the historical cost convention. The notified Accounting Standards (AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulation.

(b) Current / non-current classification of assets / liabilities

As required by Schedule III, the Company has classified assets and liabilities into current and non-current based on the operating cycle. An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Since in case of non-banking financial company normal operating cycle is not readily determinable, the operating cycle has been considered as 12 months.

(c) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any changes in estimates are recognized prospectively.

(i) Change in estimates

The RBI vide its notification no DNBR. 011/CGM (CDS)-2015 dt. March 27, 2015 has revised the asset classification norms for Non-performing assets and substandard assets under its prudential norms applicable to NBFCs in a phased manner commencing from financial year ending March 31, 2016 upto the financial year ending March 31, 2018 which would result in an additional provision.



The Company follows prudential norms for income recognition, asset classification and provisioning for Non-performing assets as prescribed by RBI for NBFCs and has also been making additional provision on a prudential basis. Consequent of such change, the provision is higher by ₹ 147.33 Lakhs for the year ended March 31, 2017.

(d) 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 120 days, after setting-off of collateral amounts. Suspended income on such accounts is recognized as and when collected. Reversal of income not collected for these assets are being netted-off against income as required by the Prudential Norms.
- (iii) Loan installments received are apportioned between interest income and principal portion. The principal amount is reduced from the loan outstanding, so as to achieve the constant rate of interest on the remaining balance.
- (iv) Processing fees and other servicing fees is recognized as income on accrual basis and servicing fees on assignment of loans in respect of loans agreement is recognized as income on receipt basis.
- (v) Dividend income on investments is accounted for as and when the right to receive the same is established.
- (vi) 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.
- (vii) Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (viii) Income on account of overdue interest, bouncing charges received, foreclosure charges and penal charges is recognized on receipt basis.

(e) Fixed assets, intangibles and related depreciation/ amortization/ impairment

Tangible assets

- (i) Fixed assets 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 de-recognized.

Intangible assets

- (i) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
- (ii) Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.
- (iii) The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS-5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
- (iv) Gains or losses arising from recognition of an intangible asset 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.

Depreciation on Tangible asset / Amortization of Intangible asset

- (i) The Company follows the straight-line method for computing the depreciation charge. Other fixed assets are depreciated on a straight line basis over their estimated economic useful lives as estimated by the management, except leasehold improvements, which are being amortized over the lease period. Such rates are higher than the corresponding depreciation rates prescribed in Schedule II of the Companies Act, 2013.
- (ii) The management's estimate of the useful lives of the various fixed assets is as follows:

Asset description	Useful life (in years)
Computers and peripherals	3
Furniture and Fixtures	10
Vehicles	8
Air conditioners	10
Office equipment	5
Electrical installations	8
Intangible Assets	6
Leasehold Improvements	Lease period subject to maximum of 2 years

- (iii) The Company has estimated the useful life of the following assets lower than the useful life given in the Schedule II of the Companies Act, 2013. The lower life is estimated on the basis of the usage of the assets in past.

Asset description	As per Sch. II	As per Books
Electrical installations	10 years	8 years

(f) 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" in consonance with the current/non-current classification.

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 fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures, etc.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.

(g) Commercial paper

Commercial paper is recognized at redemption value. The difference between redemption value and issue value is charged to profit and loss account on a Straight line method (SLM).

(h) Borrowing Cost

Borrowing costs consists of interest and other ancillary cost that an entity incurs in connection with borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortized over the tenor of borrowings.

(i) Loan

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

(j) Loan origination cost

Loan origination costs such as credit verification, agreement stamping, processing fee, ROC charges and valuation charges are charged to statement of profit and loss account.

(k) 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.



(l) 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 Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous 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.

(m) Provision for standard, sub-standard and doubtful assets

Provision for standard and sub-standard and doubtful assets is recognized in accordance with prudential norms and guidelines issued by Reserve Bank of India from time to time. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

In accordance with the Prudential Norms, the Company has separately shown provision for loans under short term/ long term provisions (as applicable) without netting off from loans.

(n) Current and deferred tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The



tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(o) 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.

(p) Earnings per share

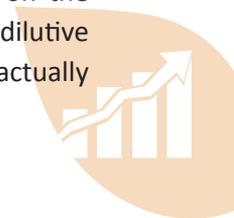
Basic earnings per equity share is computed by dividing net profit/ loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity shares and also the 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.

(q) 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.

(r) 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.



2.1 Share capital

(Amount in ₹ lakhs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised share capital		
Equity shares:		
35,000,000 (previous year : 35,000,000) equity shares of Rs. 10 each	3,500.00	3,500.00
Preference shares:		
1,500,000 (previous year : 1,500,000) preference shares of Rs. 100 each	1,500.00	1,500.00
	5,000.00	5,000.00
Issued, subscribed and fully paid-up shares		
Equity shares:		
18,366,250 (previous year : 18,366,250) equity shares of Rs.10 each fully paid up	1,836.63	1,836.63
Total	1,836.63	1,836.63

Note:

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the year

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Balance at the beginning of the year	18,366,250	1,836.63	18,366,250	1,836.63
Add: issued during the year	-	-	-	-
Add: preference shares converted in equity shares	-	-	-	-
Balance as at end of the year	18,366,250	1,836.63	18,366,250	1,836.63
Preference shares				
Balance at the beginning of the year	-	-	-	-
Add: issued during the year	-	-	-	-
Less: preference shares converted into equity shares	-	-	-	-
Balance as at end of the year	-	-	-	-

(b) Terms/rights, preferences and restrictions attached to each class of shares

Equity Shares

The Company has only one class of equity shares having par value of Rs. 10 per share (previous year Rs. 10 per share). All equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

(c) Detail of shareholders holding more than 5% of the aggregate shares in the company:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number of shares	% age of share holding	Number of shares	% age of share holding
Equity Shares				
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

2.2 Reserves and surplus

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Securities premium account		
Balance as at the beginning of the year	8,843.84	8,843.84
Add: Premium on issue of equity shares during the year	-	-
Add: Premium on conversion of preference shares during the year	-	-
Balance as at the end of the year	8,843.84	8,843.84
Statutory reserve as per Section 45-IC of the RBI Act, 1934 #		
Balance as at the beginning of the year	1,408.70	1,280.10
Add: Amount transferred during the year	7.26	128.60
Balance as at the end of the year	1,415.96	1,408.70
Surplus in Statement of Profit and Loss		
Opening balance	4,764.85	4,250.45
Less: Dividend paid for previous year 2015-16	45.97	-
Less: Tax on Dividend paid	9.36	-
Add: Profit for the year	36.30	643.02
Profit available for appropriation	4,745.82	4,893.46
Less: Appropriations		
Transfer to reserve under section 45-IC of the RBI Act, 1934	7.26	128.60
Balance as at the end of the year	4,738.56	4,764.85
Total reserves and surplus	14,998.36	15,017.39

Statutory reserve represents the reserve fund created under Section 45-IC of the Reserve Bank of India Act, 1934 (RBI Act). Under Section 45-IC, a Company is required to transfer a sum not less than twenty percent of its net profit every year. Accordingly, the Company has transferred Rs. 7.26 lakhs (Previous year Rs. 128.60 lakhs), being twenty percent of net profits for the financial year to the statutory reserve.

2.3 Borrowings

(Amounts in ₹ lakhs)

Particulars	Short term portion		Long term portion	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
Secured				
Term Loan:				
- from banks	5,826.00	6,818.76	6,998.96	12,795.97
- from other parties	871.56	1,070.47	799.81	1,671.09
- NCD	600.71	2,400.00	-	600.71
Unsecured				
Other loans (corporate bodies)	26.47	-	141.21	792.80
	7,324.74	10,289.23	7,939.98	15,860.57
Less: Amount shown under other current liabilities (refer to note 2.8)	7,324.74	10,289.23	-	-
Total	-	-	7,939.98	15,860.57

Disclosures with respect to year ended 31 March 2017

(a) Details for maturity and security :

Maturity pattern

(Amounts in ₹ lakhs)

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-2 to 41)	5,285.43	3,777.04	1,975.00	1,163.51	12,200.98
for loans taken from other parties# (Remaining installments payable-17 to 25)	860.00	732.46	53.24	-	1,645.70
Non Convertible Debentures # (Remaining installments payable-5)	600.71		-	-	600.71
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-4 to 17)	540.91	83.07	-	-	623.98
for loans taken from other parties# (Remaining installments payable - Nil)	-	-	-	-	-
(iii) Secured by hypothecation of car					
	-	-	-	-	
for loans taken from other parties# (Remaining installments payable-26)	11.22	12.43	2.02	-	25.67
(iv) Unsecured loans (corporate bodies)##	26.47	141.21	-	-	167.68
Total	7,324.74	4,746.21	2,030.26	1,163.51	15,264.72

repayable on equitable monthly and Quarterly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guarantees by directors, other parties for note (a) (i) & (ii) above

- loan of Rs. 12,641.34 lakhs secured by personal guarantee of managing director.
- 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).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 11.45%- 12.30% per annum

Interest rates applicable on above unsecured loans are ranges between 7%- 8.37% per annum

Disclosures with respect to year ended 31 March 2016

(a) Details for maturity and security :

Maturity pattern

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-10 to 48)	5,559.82	5,245.70	3,787.52	3,138.51	17,731.55
for loans taken from other parties# (Remaining installments payable-29 to 37)	860.34	860.33	731.84	53.24	2,505.75
Non Convertible Debentures # (Remaining installments payable-5)	2,400.00	600.71	-	-	3,000.71
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-4 to 29)	1,258.94	540.91	83.33	-	1,883.18
for loans taken from other parties# (Remaining installments payable-8)	200.00	-	-	-	200.00
(iii) Secured by hypothecation of car					
for loans taken from other parties# (Remaining installments payable-38)	10.13	11.22	12.43	2.03	35.81
(iv) Unsecured loans (corporate bodies)##					
	-	654.63	138.17	-	792.80
	10,289.23	7,913.50	4,753.29	3,193.78	26,149.80

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guarantees by directors, other parties for note (a) (i) & (ii) above

- loan of Rs. 18,699.51 lakhs secured by personal guarantee of managing director.
- loan of Rs. 483.33 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. 2,095.69 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).
- loan of Rs 550 lakhs secured by personal guarantee of managing director, 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).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 11.60%- 13.25% per annum

Interest rates applicable on above unsecured loans are ranges between 6 %- 8.37 % per annum



2.4 Other long-term liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Others		
Collateral amount for cases assigned/ securitised	327.01	1,304.76
Interest accrued but not due on unsecured loans	-	161.04
Lease equalisation reserve	9.09	17.25
Total	336.10	1,483.05

2.5 Long-term provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Provision for gratuity (refer note 2.25)	-	2.40
Provision for leave encashment	13.69	19.34
Others:		
Provision against standard assets	172.91	287.83
Provision for non-performing assets	2,723.04	1,913.40
Provision for taxation (net of taxes paid)	-	4.11
Total	2,909.64	2,227.08

2.6 Short-term borrowings

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
Loans repayable on demand from banks	14,966.82	13,388.24
Working capital demand loan from banks	4,149.71	9,650.00
Commercial paper from bank	-	1,000.00
Total	19,116.53	24,038.24

Nature of security

Working Capital facility from banks are secured by

- Primary Security- first pari passu charge on present and future receivables of the Company.
- Collateral Security–Fixed deposits lien marked to banks and Immovable properties - Belonging to promoter & others.
- Personal guarantees of managing director and relative of managing director.
- Corporate gurantee of Bubble infosolution Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (subsidiary of the Company)

(b) Rate of interest (range):

Interest rates applicable on above loans ranges between 10.60%-13.45% per annum (previous 11.10%-11.80% per annum).

(c) Commercial papers :

These were issued for a period of 349 days which has been repaid on 05 December 2016 (rate of interest -10% per annum)

2.7 Trade payables

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Payable to micro and small enterprises*	-	-
Payable to other third parties	115.63	204.94
Total	115.63	204.94

* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2017 and 31 March 2016.

2.8 Other current liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Current maturities of long term debt (also refer to note a,b,c of note 2.3 above)		
Secured		
Term Loans		
- from banks	5,826.00	6,818.76
- from other parties	871.56	1,070.47
- from Non Convertible Debentures 12.50% - Secured	600.71	2,400.00
Unsecured		
Other loans (corporate bodies)	26.47	-
Interest accrued but not due	83.53	58.88
Interest accrued and due on term loan and WCDL	38.77	102.29
Other payables		
Payable to employees	77.92	222.85
Amount payable for servicing of assigned/ securitised portfolio	19.49	66.22
Payable to customers	1,405.77	1,062.13
Unclaimed dividend	7.92	9.11
Loans pending disbursement		
Collateral amount for cases assigned/ securitised by the Company	31.12	172.23
Lease equalisation reserve	2.58	2.58
Other statutory dues payable	21.79	53.57
Other payables	72.32	64.11
Total	9,085.95	12,103.20

2.9 Short-term provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits		
Provision for gratuity	-	0.86
Provision for leave encashment	5.42	5.23
Others		
Provision against standard assets	91.97	124.33
Provision for non-performing assets	44.63	40.32
Total	142.02	170.74



2.10 Fixed assets (refer note a below)

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Gross block			Accumulated depreciation			Net Block		
	As at 1 April 2016	Additions	Deductions	As at 31 March 2017	As at 1 April 2016	Depreciation/ amortisation	Deductions	As at 31 March 2017	As at 1 April 2016
Tangible assets									
Vehicles	84.29	-	-	84.29	30.64	9.33	-	39.97	53.65
Office equipment	41.21	0.14	2.04	39.31	17.04	7.06	1.23	22.87	24.17
Data processing equipments	176.02	6.63	23.42	159.23	131.22	27.49	19.23	139.48	44.80
Furniture and fixtures	26.74	-	7.42	19.32	11.30	2.10	3.01	10.39	15.44
Leasehold improvements	39.93	-	-	39.93	38.14	-	-	38.14	1.79
Electric installations	10.57	-	0.99	9.58	4.89	1.27	0.35	5.81	5.68
Air conditioners	12.79	-	0.54	12.25	6.07	1.16	0.11	7.12	6.72
Office equipment - Mobile	3.39	-	-	3.39	3.38	-	-	3.38	0.01
Land	4.82	-	-	4.82	-	-	-	-	4.82
Total (Tangible assets)	399.76	6.77	34.41	372.12	242.68	48.41	23.93	267.16	157.08
Intangible assets									
Computer software	140.87	4.23	-	145.10	57.55	21.85	-	79.40	83.32
Total (Intangible assets)	140.87	4.23	-	145.10	57.55	21.85	-	79.40	83.32
Total	540.63	11.00	34.41	517.22	300.23	70.26	23.93	346.56	240.40

Note

(a) Fixed Assets are hypothecated as security against working capital facility (refer note 2.6)



Previous year (refer note a below)

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Gross block			Accumulated depreciation			Net Block		
	As at 1 April 2015	Additions	Deductions	As at 31 March 2016	As at 1 April 2015	Depreciation/ amortisation	Deductions	As at 31 Mar 2016	As at 1 April 2015
Tangible assets									
Vehicles	128.94	-	44.65	84.29	43.04	11.86	24.26	30.64	85.92
Office equipment	45.47	3.11	7.37	41.21	12.35	8.89	4.20	17.04	33.11
Data processing equipments	189.33	2.03	15.34	176.02	107.36	37.12	13.26	131.22	81.97
Furniture and fixtures	28.54	2.43	4.23	26.74	10.77	3.10	2.57	11.30	17.77
Leasehold improvements	40.21	-	0.28	39.93	38.40	-	0.26	38.14	1.81
Electric installations	12.88	0.08	2.39	10.57	4.53	1.56	1.20	4.89	8.35
Air conditioners	14.43	0.79	2.43	12.79	5.43	1.93	1.29	6.07	9.00
Office Equipment - Mobile	3.23	0.16	-	3.39	3.22	0.16	-	3.38	0.01
Land	4.82	-	-	4.82	-	-	-	-	4.82
Total (Tangible assets)	467.85	8.60	76.69	399.76	225.10	64.62	47.04	242.68	242.76
Intangible assets									
Computer software	102.69	38.18	-	140.87	30.94	26.61	-	57.55	71.75
Total (Intangible assets)	102.69	38.18	-	140.87	30.94	26.61	-	57.55	71.75
Total	570.54	46.78	76.69	540.63	256.04	91.23	47.04	300.23	314.51

Note

(a) Fixed Assets are hypothecated as security against working capital facility (refer note 2.6)

2.11 Non-Current Investments

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Non-trade investments (valued at cost)		
Unquoted investment in equity shares of subsidiary company		
250,000 (previous year 250,000) equity shares of Rs 10 each of Amulet Technologies Limited	25.00	25.00
Unquoted investment in equity shares of associate companies		
89,890 (previous year 89,890) equity shares of Rs 10 each of Pantec Devices Private Limited	1.16	1.16
Unquoted investment in equity shares of other companies		
31,830 (previous year 31,830) equity shares of Rs 10 each of Pantec Consultants Private Limited	1.01	1.01
36,390 (previous year 36,390) equity shares of Rs 10 each of Intec Worldwide Private Limited	0.86	0.86
217,500 (previous year 217,500) equity shares of Rs 10 each of Spherical Collection Agency (P) Ltd	1.11	1.11
225,730 (previous year 225,730) equity shares of Rs 10 each of Intec Share & Stock Brers Limited	2.26	2.26
34,000 (previous year 34,000) equity shares of Rs 10 each of FIMA Infotech Private Limited	2.30	2.30
176,000 (previous year 176,000) equity shares of Rs 10 each of Spectacle Advisory Solutions Pvt.Ltd	0.44	0.44
Total	34.14	34.14

2.12 Deferred tax assets (Net)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Deferred tax asset:		
Provision for non-performing assets	904.84	676.14
Provision against standard assets	87.58	142.64
Provision for Gratuity	-	1.13
Variable incentive	-	64.78
Leave Encashment	6.32	8.51
Others	11.24	16.51
	1,009.98	909.71
Deferred tax liability:		
Depreciation	7.02	17.09
Others	2.34	-
	9.36	17.09
Net Deferred tax assets		
Total	1,000.62	892.62

2.13 Long term loans and advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Loans and advances with related parties (Unsecured, considered good)		
- Loan to Amulet Technologies Limited (subsidiary company)	1,361.00	1,361.00
Other loans and advances		
<i>Loans</i>		
Secured, considered good*	30,270.14	53,228.26
Unsecured, considered good	1,774.29	969.29
Secured, considered doubtful and substandard assets	13,620.14	9,703.86
Less: Collateral money received from borrowers	(11,504.47)	(20,514.71)
	34,160.10	43,386.70
<i>Advances</i>		
Security deposits	33.20	58.03
Unamortised Loan Processing Charges for Term loan	45.43	82.75
Total	35,599.73	44,888.48

* Secured by hypothecation of specific assets

2.14 Other non-current assets (unsecured, considered good)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Others		
Deposits with maturity over twelve months from balance sheet date (refer note 2.15)	282.39	542.98
Interest accrued but not due on Fixed Deposit	16.68	65.80
Advance of taxes (net of provision of for taxation Rs. Nil)	429.28	191.36
Interest accrued but not due on unsecured loans	189.81	76.67
Total	918.16	876.81

2.15 Cash and bank balances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Cash and cash equivalents		
Cash on hand	39.57	31.93
Cheques, drafts on hand	10.00	6.79
In Unpaid dividend a/c	7.92	9.11
<i>Balances with banks</i>		
- In current accounts	246.96	267.06
- On deposit accounts (Bank balances available on demand/ deposits with original maturity of 3 months or less)	-	-
	304.45	314.89

Particulars	As at March 31, 2017	As at March 31, 2016
Other bank balances		
- Deposits with banks (maturity within 12 months from balance sheet date)*	1,163.89	1,358.24
- Deposits with banks (maturity over 12 months)*	282.39	542.98
Total cash and bank balances	1,750.73	2,216.11
- Less: Deposits with banks (maturity over 12 months)* (refer note 2.14)	(282.39)	(542.98)
Total	1,468.34	1,673.13

*Fixed deposits with a carrying amount of Rs. 1446.28 lakhs (Previous year: Rs. 1901.22 lakhs) are subject to first charge to secure the Company's cash credit and working capital loans.

2.16 Short term loans and advances (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Other loans and advances		
<i>Loans</i>		
Secured, considered good*	17,893.69	24,038.09
Secured, considered doubtful and substandard assets	148.76	134.39
Less: collateral money received from Borrowers	(1,611.91)	(1,013.51)
	16,430.54	23,158.97
<i>Advances</i>		
Security deposits	-	16.32
Advances to employees	13.65	6.59
Prepaid expenses	42.53	98.35
Other advances	135.18	48.62
Unamortised discount on commercial papers & Loan Processing charges for Term loan	37.37	99.59
Advance to vendors	3.39	4.03
Total	16,662.66	23,432.47

* Secured by hypothecation of specific assets.

2.17 Other current assets (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest accrued but not due on loans	500.57	816.63
Other receivables	103.42	51.99
Interest accrued but not due on Fixed Deposit	15.46	35.17
Fair Value of Plan Assets of Gratuity (refer note 2.25)	7.08	-
Total	626.53	903.79

2.18 Revenue from operation

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest on loans	9,108.23	12,029.90
Interest on fixed deposit with banks	147.22	168.72
Other financial services income		
Loan processing fee	121.27	483.32
Servicing fee on assignment of loans	27.55	48.13
Inocme on preclosure of loans	217.87	257.32
Other service fees	96.99	137.71
Total	9,719.13	13,125.10

2.19 Other income

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Miscellaneous income	28.52	47.49
Total	28.52	47.49

2.20 Employee benefit expense

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Salaries and wages (refer note 2.30)	996.49	2,175.26
Contribution to provident and other funds	38.34	82.06
Staff welfare expenses	21.92	81.31
Total	1,056.75	2,338.63

2.21 Finance costs

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest expense		
Interest on zero coupon and other non-convertible debentures		
Interest on term loan:		
- from banks	1,931.10	2,112.69
- from other parties	254.23	381.36
Interest on Non Convertible Debentures	240.80	597.85
Interest on loans repayable on demand from banks	2,367.87	2,459.58
Interest on other loans (corporate bodies)	42.51	104.68
Interest on collateral money received from borrowers	293.23	804.24
Discount on commercial paper	56.31	82.35
Other borrowing cost		
Processing fees and other bank charges	274.18	246.72
Total	5,460.23	6,789.47

2.22 Other expenses

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Electricity and water	30.22	40.52
Rent (refer note 2.24)	159.84	229.59
Legal and professional (refer note 2.23)	856.40	648.16
Rates and taxes	12.83	97.20
Collection charges	85.21	119.36
Repair and maintenance - others	49.45	66.90
Staff recruitment and training	22.33	15.84
Communications	41.30	66.16
Travelling and conveyance	96.11	145.97
Business Promotion Expenses	20.35	31.99
Provision and written off		
Provision/(Reversal) for standard assets	(147.28)	(32.67)
Provision/(Reversal) for substandard and doubtful debts	813.96	(562.11)
Bad debts written off	912.86	1,957.47
	1,579.54	1,362.69
Corporate Social Responsibilities (refer note 2.39)	4.83	10.57
Miscellaneous expenses	64.17	123.64
Total	3,022.58	2,958.59

As per our report of even date attached

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Resgistration No. 101049W/E300004

Amit Kabra
Partner
Membership No.: 094533

Place: Jaipur
Date: May 26, 2017

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

Sanjeev Goel
Managing Director
DIN No. 00028702

Puneet Sehgal
Company Secretary
Membership No.: ACS 12557

Place: New Delhi
Date: May 26, 2017

S.K. Goel
Director
DIN No. 00963735

2.23 Auditor's remuneration (excluding service tax)

(Amounts in ₹ lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March, 31 2016
As auditor		
-Statutory audit	9.00	9.00
-Tax audit	0.75	0.75
-Limited reviews	6.75	6.75
-Other services	4.75	4.75
-Reimbursement of expenses	2.15	1.60
Total	23.40	22.85

2.24 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, 2017	For the year ended March, 31 2016
Lease payments recognized in the Statement of Profit and Loss	159.84	229.59

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

(Amounts in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
Payable within one year	7.88	16.99
Payable between one and five years	-	5.97
Payable after five years	-	-
Total	7.88	22.96

2.25 Disclosure with respect to Accounting Standard (AS)-15 (Revised) Employee Benefits

Defined benefit plan (Gratuity):

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days (for a month of 26 days) of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, except that there is no limit on payment of gratuity.

The Company had carried out an actuarial valuation in accordance with AS-15 (Revised) "Employee Benefits" during the year ended March 31, 2017. Disclosures with respect to changes in defined benefit obligation, funded status, expense for the year with respect to year ended March 31, 2017 are made based on the report received from LIC.

The following table sets out the status of the gratuity plan as required under AS-15 (Revised):

(Amounts in ₹ lakhs)

A) Reconciliation of benefit obligations and plan assets

	Year ended March 31, 2017	Year ended March 31, 2016
Opening defined benefit obligation	68.42	65.84
Current service cost	10.84	21.07
Interest cost	5.40	5.13
Actuarial losses/ (gains)	(22.50)	(17.02)
Benefits paid	(13.57)	(6.60)
Settlement loss/ (gain)	-	-
Closing defined benefit obligation	48.60	68.42
Change in the fair value of plan assets		
Opening fair value of plan assets	65.16	60.17
Expected return on plan assets	5.54	5.24
Actuarial gains/ (losses)	(1.93)	(1.51)
Contributions paid by employer	0.48	7.86
Benefits paid	(13.57)	(6.60)
Closing fair value of plan assets	55.69	65.16

B) Reconciliation of present value of the obligations and the fair value of the plan assets

Present value of funded obligations	48.60	68.42
Fair value of plan assets	55.69	65.16
Net asset/ (liability) to be recognised in Balance Sheet	7.08	(3.26)

C) Gratuity cost for the year:

Current service cost	10.84	21.07
Interest cost	5.40	5.13
Expected return/ (loss) on plan assets	(5.54)	(5.24)
Settlement loss/ (gain)	-	-
Net actuarial losses/ (gain) recognised in year	(20.56)	(15.51)
Prior period charge for current cost	-	-
Net gratuity cost/ (income) to be recognised in Statement of Profit and Loss	(9.86)	5.45

Experience adjustments:

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Experience gain/ (loss) adjustments on plan liabilities	24.83	16.28	15.37	16.39	7.50
Experience gain/ (loss) adjustments on plan assets	(1.93)	(1.51)	(0.47)	0.54	-

Investment details of the plan assets

100% of the plan assets are with the Insurer Managed funds.

Assumptions	March 31, 2017	March 31, 2016
Discount rate	7.40%	7.90%
Expected rate of return on plan assets	8.51%	8.51%
Salary escalation rate	10.00%	10.00%

Economic 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.

Demographic assumptions

Particulars	March 31, 2017		March 31, 2016	
(1) Retirement Age	60 years		60 years	
(2) Mortality: - Published rates under the LIC (2006-08) mortality tables.				
(3) Leaving service	Uniform Management		Uniform Management	
	Ages	Withdrawal Rate	Ages	Withdrawal Rate
	20-29 years	7.5%	20-29 years	7.5%
	30-40 years	7.5%	30-40 years	7.5%
	41-60 years	7.5%	41-60 years	7.5%

2.26 Contingent liabilities

- (i) **Bank Guarantee:-** The Company has liened Fixed Deposits of Rs. 1,446.28 lakhs (Previous Year: Rs. 1,574.26 lakhs) to various banks for availing term loans, Credit Delivery Arrangement and working capital loans.
- (ii) **Collateral given for assignment/ securitisation transactions:-** The cash collateral as at March 31, 2017 amounts to NIL (Previous Year: Rs. 326.96 lakhs, equivalent to 8% of pool provided) given by the Company for covering shortfalls in the recovery of instalments in the pool.
- (iii) The Company's pending litigations comprise of claims against the Company primarily by the customers. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2017.
- (iv) Loan pending disbursement amounting to Rs 54.44 Lakhs (Previous Year: Rs. 809.12 Lakhs).

2.27 Segment Reporting:

The Company's business activity falls within single primary/ secondary business segment viz., loan and financing in India, no disclosure is required to be given as per Accounting Standard (AS) – 17 "Segment Reporting" as notified under Section 133 of the Companies Act, 2013 ("the Act") read

together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

2.28 Note on Sale of Portfolio

The Board of Director of the Company in its meeting dated May 26, 2017, has passed a resolution and approved sale of a part of loan portfolio and certain liabilities. Pending shareholder's approval and completion of ongoing negotiation on terms and condition of the sale with the relevant buyers, no adjustments are considered necessary in the financial statements

2.29 Related Parties under AS-18 with whom transactions have taken place during the year.

- a) **Subsidiary company**
Amulet Technologies Limited
- b) **Key Management Personnel**
Sanjeev Goel (Managing Director) – Non Independent Director
Ritika Goel (Director) – Non Independent Director
Y.L. Madan (Director) – Non Independent Director (till November 9, 2016)
Vishal Kumar Gupta (Director) – Nominee Director
- c) **Relative of Key Management personal**
Pranav Goel
- 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
AG8 venture limited
Infrastructure Advisors Private Limited
- f) **Investing party in respect of which the reporting enterprise is an associate**
Pantec Devices Private Limited



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	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Remuneration												
Sanjeev Goel	-	-	-	-	17.03	122.00	-	-	-	-	-	-
Interest on loans												
-Amulet Technologies Limited	-	99.67	-	-	-	-	-	-	-	-	-	-
-AG8 Ventures Limited	-	-	-	-	-	-	-	-	44.46	28.73	-	-
-Pantec Devices Private Limited	-	-	2.25	2.25	-	-	-	-	-	-	-	-
Loan Given												
-Amulet Technologies Limited	-	1374.06	-	-	-	-	-	-	-	-	-	-

Transactions with Related Parties

Nature of Transaction	Subsidiary Company		Investing Company		Key Management Personnel		Relative of Key Management		Enterprises over which Key Management 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	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Loan Repaid												
- AG8 Venture limited	-	-	-	-	-	-	-	-	48.62	24.60	-	-
- Amulet Technologies Limited	-	1360.00	-	-	-	-	-	-	-	-	-	-
Purchase of Assets												
- Intec Infonet Private Limited	-	-	-	-	-	-	-	-	-	-	-	4.69
Maintenance charges paid												
- Intec Infonet Private Limited	-	-	-	-	-	-	-	-	-	-	1.82	3.48
Advisory Fees												
- Infrastructure Advisors Private Limited	-	-	-	-	-	-	-	-	12.94	24.20	-	-
Retainer ship Fees												
- Y.L.Madan	-	-	-	-	3.50	6.00	-	-	-	-	-	-
Salary												
- Pranav Goel	-	-	-	-	-	-	4.91	3.20	-	-	-	-



c) Year end balances

(Amounts in ₹ Lakhs)

Particulars	As at March 31,2017	As at March 31,2016
Payables		
Infrastructure Advisors Private Limited	-	1.00
Receivables		
Amulet Technologies Limited	1,361.00	1361.00
AG8 Venture Limited	210.72	259.34
Pantec Devices Private Limited	37.39	35.37
Key management personnel		
Sanjeev Goel (Payable/(Receivable))	(112.97)	(8.00)
Y.L.Madan (Payable/(Receivable))	-	0.50

2.30 Note for managerial remuneration

The Company has obtained the shareholder's approval for payment of managerial remuneration upto Rs. 17.03 lakhs i.e., 11% of the limits as specified under section 197 and 198 of Companies Act, 2013 (Act). 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.

2.31 Note on exit of Chief Financial Officer

The Chief financial officer (CFO) has left the Company on April 20, 2017. In accordance with the section 203(4) of the Companies Act, 2013, the Company is in the process of appointing new CFO.

2.32 Details of Specified Bank Notes (SBNs) held and transacted by the Company during the period November 8, 2016 to December 30, 2016

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

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	34.93	0.68	35.61
(+) Permitted receipts (refer note a and Note b)	-	9.64	9.64
(+) Non-permitted receipts (refer note a and note b)	15.23	-	15.23
(-) Permitted payments (refer note c)	-	2.85	2.85
(-) Amount deposited in Banks (refer note d and note e)	50.16	9.64	59.80
(+) Amount withdrawn from Banks (refer note e)		39.67	39.67
Closing cash in hand as on December 30, 2016	-	37.50	37.50

- In the ordinary course of business, the Company has collected cash in Specified Bank Notes against loan obligations of the Company, aggregating to Rs. 9.64 lakhs during the period from November 9, 2016 to December 30, 2016.
- In addition to the permitted receipts mentioned in the table above, Rs. 15.23 lakhs was received by the Company in Specified Bank Notes from its loan borrowers from November 9, 2016 to December 30, 2016. These amounts were collected against the borrowers' regular loan obligations which had fallen due in the ordinary course of business and were deposited into bank accounts of the Company. Further, SBN details include an amount of Rs. 1.61 lakhs for which denomination wise details are not available hence the same is consider as non-permitted receipts.

- c. In the ordinary course of business, the Company has incurred petty cash expenses of Rs. 2.85 lacs which has been considered as permitted payments in absence of denomination wise details for payment made during the period from November 9, 2016 to December 30, 2016.
- d. In the ordinary course of business, the Company has deposited cash amounting to Rs. 59.80 lakhs with banks. The classification of such deposits between SBN is based on information received from the Company's bankers of Rs. 3.18 lakhs and Rs. 10.44 lakhs is based on information available with management. Further, the Company has exchanged Rs. 36.55 lakhs of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016, hence the same is included as amount deposited with banks as SBN.
- e. In the ordinary course of business, includes an amount of Rs. 36.55 lakhs the Company has exchanged Rs. 36.55 lakhs in denominations of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016, hence the same is also included in the amount withdrawn from the banks in other denomination notes.

2.33 (i) Disclosures relating to Securitization in terms of the notification issued by the Reserve Bank of India vide its circular numbered RBI/ 2012-13/170 DNBS. PD. No.301/3.10.01/2012-13

S. No	Particulars	March 31,2017 No. / Amount in Rs. lakhs	March 31,2016 No. / Amount in Rs. lakhs
1.	Number of SPVs sponsored by the NBFC for securitization transactions	-	1
2.	Total amount of securitized assets as per books of the SPVs sponsored by the NBFC	-	937.82
3.	Total amount of exposures retained by the NBFC to comply with MRR as on the date of Balance sheet		
	a) Off-balance sheet exposure		
	* First loss	-	-
	* Others	-	-
	b) On-balance sheet exposure		
	* First loss	-	326.96
	* Others	-	204.35
4.	Amount of exposures to securitization transactions other than MRR		
	a) Off-balance sheet exposure		
	i Exposure to own securitizations		
	* First loss	-	-
	* Others	-	-
	ii Exposure to third party securitizations		
	* First loss	-	-
	* Others	-	-
	Amount of exposures to securitization transactions other than MRR		

S. No	Particulars	March 31, 2017 No. / Amount in Rs. lakhs	March 31, 2016 No. / Amount in Rs. lakhs
b)	On-balance sheet exposure		
i	Exposure to own securitizations		
*	First loss	-	-
*	Others	-	-
ii	Exposure to third party securitizations		
*	First loss	-	-
*	Others	-	-

No securitization deal was undertaken during the year ended March 31, 2017.

(ii) Assignment Deal:

The Company sells loans through direct assignments. The information on direct assignment activity of the Company as an Originator is as given below:

Particulars	For the year ended March 31, 2017 (Rs.)	For the year ended March 31, 2016 (Rs.)
(i) No. of accounts	-	-
(ii) Aggregate value (net of provisions) of accounts sold	-	-
(iii) Aggregate consideration	-	-
(iv) Additional consideration realized in respect of accounts transferred in earlier years	-	-
(v) Aggregate gain / loss over net book value	-	-



SI	Type of Restructuring	Under CDR Mechanism			Under SME Debt Restructuring Mechanism			Others			Total		
		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	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-
	Provision there on	-	-	-	-	-	-	-	-	-	-	-	-
5	Down gradations of restructured accounts during the year	-	-	-	-	-	-	-	1	-	-	-	1

SI No	Type of Restructuring	Under CDR Mechanism			Under SME Debt Restructuring Mechanism			Others			Total				
		Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful	Standard	Sub-standard	Doubtful		
	Amount outstanding	-	-	-	-	-	-	-	-	36.79	-	-	-	36.79	-
	Provision there on	-	-	-	-	-	-	-	-	11.04	-	-	-	11.04	-
	Write-offs of restructured borrowers														
6	No. of restructured accounts during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision there on	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Restructured Accounts as on March 31, 2017														
7	No. of restructured borrowers	-	-	-	-	-	-	-	-	13	-	-	-	13	-
	Amount outstanding (net of collateral)	-	-	-	-	-	-	-	-	521.88	-	-	-	521.88	-
	Provision there on#	-	-	-	-	-	-	-	-	156.56	-	-	-	156.56	-

The closing balance of restructured accounts represents amounts outstanding as at March 31, 2017 (net of repayments made as at year end).



2.35 Additional information as per guidelines issued by the Reserve Bank of India in respect of Non-Banking Financial (Non-deposit accepting or holding) Systemically Important (NBFC-ND-SI):

i. A. Capital funds/ exposure and risk asset ratio (CRAR)

Items	As at March 31, 2017	As at March 31, 2016
CRAR (%)	31.55%	22.99%
CRAR - Tier I capital (%)	31.02%	22.62%
CRAR - Tier II capital (%)	0.53%	0.37%

B. Investments

(Amounts in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
1) Value of Investments		
i) Gross Value of Investments		
(a) In India	34.14	34.14
(a) Outside India	-	-
ii) Provision for Depreciation	-	-
(a) In India	-	-
(a) Outside India	-	-
iii) Net Value of Investments		
(a) In India	34.14	34.14
(a) 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	-	-



ii. Statement on exposure to real estate sector

(Amounts in ₹ lakhs)

Category	As at March 31,2017	As at March 31,2016
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; (individual housing loans up to Rs.15 lakh may be shown separately)#	10,568.19	8,571.19
(ii) Commercial Real Estate –		
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 would also include non-fund-based (NFB) limits (including agricultural land);#	9,919.53	9,952.80
(iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures –		
a. Residential,		
b. Commercial Real Estate.		
b) Indirect exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing finance Companies (HFCs).		

Loans pertains to above category are business loans.

iii. Statement on Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2017

(Amounts in ₹ lakhs)

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	546.43	820.84	369.75	1,658.91	21,546.67	5,835.68	1,163.51	-	31,941.49
Market Borrowings	72.59	72.59	673.32	217.85	462.40	941.02	-	-	2,439.77
Assets									
Advances #	2,270.70	1,307.47	1,307.51	4,003.22	7,537.04	15,313.69	9,222.67	8,411.41	49,373.71
Investments								34.14	34.14

Advances comprise of lending assets (principal portion), net of provision for non-performing assets

Maturity pattern of certain items of assets and liabilities as at March 31, 2016

(Amount in ₹ lakhs)

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	480.49	788.08	345.18	1,655.17	27,588.08	9,657.46	3,138.51	-	43,652.97
Market Borrowings	97.50	97.51	697.51	892.58	1,685.37	3,009.34	55.27	-	6,535.08
Assets									
Advances #	2,631.66	1,914.14	1,847.34	5,735.84	11,120.68	25,375.19	13,136.19	4,191.16	65,952.90
Investments								34.14	34.14

Advances comprise of lending assets (principal portion), net of provision for non-performing assets

2.36 Concentration of Advances, Exposures and NPAs

i) Concentration of Advances

(Amount in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
Total Advances to twenty largest borrowers	7,586.41	8,492.23
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	11.66%	9.50%

ii) Concentration of Exposure

(Amount in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
Total Advances to twenty largest borrowers	7,339.83	8,030.40
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	14.12%	11.69%

iii) Concentration of NPAs (Gross Exposure)

(Amount in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
Total Exposures to top four NPA accounts	1,582.64	1,582.38

iv) Sector-wise NPAs

Year ended March 31, 2017

(Amount in ₹ lakhs)

Particulars	Gross Book	Gross NPA	Restructured Assets	Total Gross NPA (Including Restructured assets)	Net NPA (Including Restructured assets)	% Gross NPA on book	% Net NPA on book
Industry	26,196.98	6,339.58	97.85	6,437.43	4,940.65	9.89%	7.59%
Services	11,173.03	1,426.16	-	1,426.16	1,178.17	2.19%	1.81%
Total Non-Priority Sector Lending (a)	37,370.01	7,765.74	97.85	7,863.59	6,118.82	12.09%	9.40%
Industry	23,416.61	4,764.19	424.04	5,188.22	4,263.23	7.97%	6.55%
Services	4,281.63	717.31	-	717.31	619.39	1.10%	0.95%
Total Priority Sector Lending(b)	27,698.24	5,481.49	424.04	5,905.53	4,882.62	9.08%	7.50%
Total (a+b)	65,068.24	13,247.24	521.88	13,769.12	11,001.44	21.16%	16.91%

Note: For calculating above percentages, restructured assets which are less than 120 days overdue and not recognized as NPA (as per RBI guidelines), have been included as they are reported under Substandard assets. Further, the Gross NPA % is 26.50% based on advances net of collateral and Net NPA % is 21.18% based on advances net of collateral and provision for sub-standard assets.

Year ended March 31, 2016

(Amount in ₹ lakhs)

Industry / Services	Book Size	Gross NPA	Restructured Assets (Below 180 days DPD)	Total Gross NPA (Including Restructured assets)	Net NPA (Including Restructured assets)	% Gross NPA on book	% Net NPA on book
Industry	33,523.19	5,198.57	111.64	5,310.21	4,124.16	5.94%	4.61%
Services	13,709.55	698.42	36.79	735.21	632.60	0.82%	0.71%
Total Non-Priority Sector Lending (a)	47,232.74	5,896.99	148.42	6,045.42	4,756.76	6.76%	5.32%
Industry	36,455.36	3,039.13	434.93	3,474.06	2,840.87	3.88%	3.18%
Services	5,746.80	318.78	-	318.78	286.90	0.36%	0.32%
Total Priority Sector Lending (b)	42,202.16	3,357.91	434.93	3,792.84	3,127.77	4.24%	3.50%
Total (a+b)	89,434.90	9,254.90	583.35	9,838.26	7,884.54	11.00%	8.82%

Note: For calculating above percentages, restructured assets which are less than 180 days overdue and not recognized as NPA (as per RBI guidelines), have been included as they are reported under Substandard assets. Further, the Gross NPA % is 8.96% based on advances net of collateral and Net NPA % is 5.44% based on advances net of collateral and provision for sub-standard assets.

v) Movement of NPAs

(Amount in ₹ lakhs)

Particulars	Year 2016-17	Year 2015-16
(i) Net NPAs to Net Advances (%)	16.91%	8.82%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	9,838.25	6,046.66
(b) Additions during the year	5449.60	6,483.22
(c) Reductions during the year	1518.95	2,691.63
(d) Closing balance	13,768.90	9,838.25
(iii) Movement of Net NPAs		
(a) Opening balance	7,884.54	3,530.83
(b) Additions during the year	4,329.59	5,716.36
(c) Reductions during the year	1,212.89	1,362.65
(d) Closing balance	11,001.24	7,884.54
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	1,953.72	2,515.83
(b) Provisions made during the year	1,120.01	766.87
(c) Write-off / write-back of excess provisions	306.06	1,328.98
(d) Closing balance	2,767.67	1,953.72

Note:- NPA includes restructuring amounting to Rs 521.88 lakhs (Previous year Rs. 583.35 lakhs) and provision thereon Rs. 156.56 lakhs (Previous year Rs. 175.01 lakhs).

(vi) 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, 2017	For the year ended March 31, 2016
Provision/(Reversal) towards NPA	813.96	(562.11)
Provision/(Reversal) for Standard Assets	(147.28)	(32.67)
Provision made towards Income tax	101.53	351.64



(vii) Exposure to Capital Market

(Amount in ₹ lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
(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)	-	-

2.37 Customer Complaints

(a) No. of complaints pending at the beginning of the year	02
(b) No. of complaints received during the year	39
(c) No. of complaints redressed during the year	40
(d) No. of complaints pending at the end of the year	01

2.38 Miscellaneous

(i). Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded by the NBFC

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

(ii). Registration obtained from other financial sector regulators

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

(iii). Disclosure of Penalties imposed by RBI and other regulators

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

(iv). Ratings assigned

Particulars	Year 2016-17	Year 2015-16
(a) Commercial Paper	-	CARE A1+(SO)
(b) Non-Convertible Debentures	CARE BBB-	CARE BBB
(c) Other Bank Loan facilities	CARE BBB-/CRISIL BBB-	CARE BBB/CRISIL BBB

(v). Remuneration of Directors (Non-executive)

(Amount in ₹ lakhs)

Particulars	Year 2016-17
Sitting Fees	Rs. 1.40
Professional Fees	Rs. 3.50

2.39 The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules'). The CSR Committee of the Board of Directors 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 under review, the 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 Company operates or likely to operate and create goodwill for the Company.

Details of CSR Expenditure:

(i) Gross amount required to be spent by the Company during the year is Rs. 44.64 lakhs
(Previous year: Rs. 37.82 lakhs)

(ii) Amount spent during the year on

Amount spent during the year on	March 31, 2017			March 31, 2016		
	In Cash	Yet to be paid	Total	In Cash	Yet to be paid	Total
i) Construction/acquisition of any asset	-	-	-	-	-	-
ii) On purposes other than (i) above	4.83	-	4.83	10.57	-	10.57
Total	4.83	-	4.83	10.57	-	10.57

2.40 Earnings Per Share (EPS)

Earnings Per Share	March 31, 2017	March 31, 2016
Net Profit after tax as per the statement of Profit and Loss	36.30	643.02
Opening balance of equity shares	18,366,250	18,366,250
Add: Issued during the year	-	-
Closing balance of equity shares	18,366,250	18,366,250
Nominal value of equity share (Rs.)	10.00	10.00
Weighted average number of equity shares outstanding during the period for calculation of basic EPS	18,366,250	18,366,250
Effect of diluted potential equity shares	-	-
Weighted average number of equity shares for calculation of diluted EPS	18,366,250	18,366,250
Basic earnings per share (Rs.)	0.20	3.50
Diluted potential equity shares (Rs.)	0.20	3.50

- 2.41** 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)
- 2.42** At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 2.43** There is no unhedged foreign currency exposure during the year.
- 2.44** 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. R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

Amit Kabra

Partner

Membership No.: 094533

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

Sanjeev Goel

Managing Director

DIN-00028702

S.K. Goel

Director

DIN-00963735

Puneet Sehgal

Company Secretary

Membership No.: ACS-12557

Place: Jaipur

Date: May 26, 2017

Place: New Delhi

Date: May 26, 2017

Place: New Delhi

Date: May 26, 2017



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 31,2017		March 31,2016	
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	607.08	-	3,000.71	-
	Unsecured	-	-	-	-
	(Other than falling within the meaning of public deposits)				
(b)	Deferred credits	-	-	-	-
(c)	Term loan	14,562.41	-	22,415.17	-
(d)	Inter corporate loans and borrowings	178.75	-	953.83	-
(e)	Commercial paper (net of un-amortized discount on issue)	-	-	943.70	-
(f)	Other loans :				
	Working capital demand loans from banks	4,188.48	-	9,752.29	-
	Cash credit/overdraft from banks	14,966.82	-	13,390.90	-
	Total	34,503.54	-	50,456.60	-

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 31,2017	As at March 31,2016
(a)	Secured #	59,165.06	85,150.89
(b)	Unsecured #	3,135.29	2,330.29
	Total	62,300.35	87,481.18

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, 2017	As at March 31, 2016
(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 31,2017	Amount outstanding As at March 31,2016
Current investments:			
1	Quoted:		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (please specify)	-	-
2	Unquoted:		
	(i) Shares:		
	(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (please specify)	-	-
Long term investments:			
1	Quoted:		
2	Unquoted:		
	(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)	-	-
	Total	34.14	34.14

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 31,2017			As at March 31,2016		
		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	-	22.50	22.50	-	22.50	22.50
2	Other than related parties	59,165.06	1,751.79	60,916.85	85,150.89	946.79	86,097.68
	Total	59,165.06	3,135.29	62,300.35	85,150.89	2,330.29	87,481.18

6 Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
Category	As at March 31,2017		As at March 31,2016	
	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
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	1.16	-	1.16
2 Other than related parties	-	7.98	-	7.98
Total	-	34.14	-	34.14

7 Other information	As at March 31,2017	As at March 31,2016
(i) Gross Non-Performing Assets#		
(a) Related parties	-	-
(b) Other than related parties	13,768.90	9,838.26
(ii) Net Non-Performing Assets #		
(a) Related parties	-	-
(b) Other than related parties	11,001.23	7,884.54
(iii) Assets acquired in satisfaction of debts (net of provisions)	-	-

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 "the Holding Company"), its subsidiary 'M/S Amulet Technologies Limited' (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss and 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 requirement of the 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 including its associates and jointly controlled entities in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, and Companies (Accounting Standards) Amendment Rules, 2016. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, issued by the Institute of Chartered Accountants of India, as 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 auditor's 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 but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 the other auditors in terms of their reports referred to in paragraph (a) of the 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 and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiary, 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, 2017, their consolidated profit/loss, and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

- (a) Without qualifying our opinion, we draw attention to note 2.29 to the financial results. The Company has obtained the shareholder's 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.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and jointly controlled entities as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the 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 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, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, incorporated in India, none of the directors of the Group's companies, is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary company, incorporated in India, refer to our separate report in "Annexure 1" to this report;
- (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 its consolidated financial position of the Group, – Refer Note 2.26 (iv) to the consolidated financial statements;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 2.26 (iv) to the consolidated financial statements in respect of such items as it relates to the Group, and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary, incorporated in India during the year ended March 31, 2017.
 - iv. The Company has disclosed in Note 2.30 to the consolidated financial statements the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 ('the Period') as well as the dealings in Specified Bank Notes during the Period. Based on our audit procedures performed and management representations obtained with regard to the holding and nature of cash transactions, including those in Specified Bank Notes, we report that these disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management except as mentioned below. We report that, the Company has received amount aggregating Rs. 15.23 lakhs from borrowers which were not permitted.

Further, we report that, we were not made available sufficient appropriate audit evidence for denomination wise details and accordingly do not comment on the following:

- a) Details of amount exchanged Rs. 36.55 lakhs of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016; and
- b) Denomination wise details of petty cash expenses incurred of Rs. 2.85 lacs for payment made during the period from November 9, 2016 to December 30, 2016.



Other Matter

- (a) We did not audit the financial statements and other financial information, in respect of subsidiary company, whose financial statements include total assets of Rs 1,274.68 lacs as at March 31, 2017 and total revenues of Rs Nil and net cash outflow of Rs. 1.69 lacs for the year ended on that date. These financial statement and other financial information have been audited by other auditor, which financial statements, other financial information and auditor's report have been furnished to us by the management of Intec Capital Limited. Our opinion on the consolidated financial statements, in so

far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of such other auditor.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements and other financial information certified by the Management.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Amit Kabra

Partner

Membership Number: 094533

Place of Signature: Jaipur

Date: May 26, 2017



Annexure 1 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Intec Capital Limited

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

To the Members of Intec Capital Limited

In conjunction with our audit of the consolidated financial statements of Intec Capital Limited as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Intec Capital Limited (hereinafter referred to as the "Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls 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. 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 the respective 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, both, issued by 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. 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 auditor's 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the 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, the Holding Company and its subsidiary company, which are companies incorporated in India, have, maintained 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, 2017, 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 report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to subsidiary company, which are companies incorporated in India, is based on the corresponding reports of the auditor of such subsidiary, incorporated in India.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

Amit Kabra

Partner

Membership Number: 094533

Place of Signature: Jaipur

Date: May 26, 2017

Consolidated Balance Sheet as at March 31, 2017

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

	Note No.	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share capital	2.1	1,836.63	1,836.63
Reserves and surplus	2.2	14,573.39	14,593.93
		16,410.02	16,430.56
Non-current liabilities			
Long-term borrowings	2.3	7,939.98	15,860.57
Other long-term liabilities	2.4	336.10	1,483.05
Long-term provisions	2.5	2,909.65	2,227.07
		11,185.73	19,570.69
Current liabilities			
Short-term borrowings	2.6	19,116.53	24,038.24
Trade payables	2.7	115.63	204.94
Other current liabilities	2.8	9,086.67	12,104.36
Short-term provisions	2.9	142.02	170.74
		28,460.85	36,518.28
Total		56,056.60	72,519.53
Assets			
Non-current assets			
Fixed assets	2.10		
- Tangible		988.96	1,041.07
- Intangible		65.70	83.32
- Capital work in progress		76.63	76.63
Non-current Investments	2.11	9.14	9.14
Deferred tax Assets (net)	2.12	1,000.62	892.62
Long-term loans and advances	2.13	34,238.73	43,527.48
Other non-current assets	2.14	918.16	876.81
		37,297.94	46,507.07
Current assets			
Cash and bank balances	2.15	1,469.41	1,675.89
Short-term loans and advances	2.16	16,662.74	23,432.78
Other current assets	2.17	626.51	903.79
		18,758.66	26,012.46
Total		56,056.60	72,519.53
Significant accounting policies	2		

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

As per our report of even date attached

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Resgistration No. 101049W/E300004

Amit Kabra
Partner
Membership No.: 094533

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

Sanjeev Goel
Managing Director
DIN No. 00028702

S.K. Goel
Director
DIN No. 00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Consolidated Statement of Profit and Loss for the year ended March 31, 2017

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

	Note No.	For year ended March 31, 2017	For year ended March 31, 2016
Revenue			
Revenue from operations	2.18	9,719.13	13,025.42
Other income	2.19	28.52	47.49
Total revenue		9,747.65	13,072.91
Expenses			
Employee benefits expense	2.20	1,056.75	2,338.63
Finance costs	2.21	5,460.24	6,789.47
Depreciation and amortisation	2.10	70.26	91.24
Other expenses	2.22	3,024.14	2,961.54
Total expenses		9,611.39	12,180.88
Profit before tax		136.26	892.03
Tax expense			
- Current tax		194.48	147.96
- Deferred tax (credit)/ charge		(108.00)	203.68
- Provision for tax for earlier years		15.05	-
		101.53	351.64
Profit for the year		34.73	540.39
Earning per equity share (par value of Rs. 10 per share) (refer note 2.33)			
- Basic		0.19	2.94
- Diluted		0.19	2.94
Significant accounting policies	2		

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

As per our report of even date attached

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Resgistration No. 101049W/E300004

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

Amit Kabra
Partner
Membership No.: 094533

Sanjeev Goel
Managing Director
DIN No. 00028702

S.K. Goel
Director
DIN No. 00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Consolidated Cash Flow Statement for the year ended 31 March 2017

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

	For year ended March 31, 2017	For year ended March 31, 2016
Cash flow from operating activities		
Profit before tax	136.26	892.03
Adjustments for:		
Depreciation and amortisation	70.26	91.24
Provision for sub-standard and doubtful assets	813.96	(562.11)
Provision for doubtful advances	5.58	-
Provision for standard assets	(147.28)	(32.67)
Loss on sale of fixed assets (net)/ assets discarded	4.71	10.61
Bad and doubtful debts written off	912.86	1,957.47
Operating profit before working capital changes	1,796.35	2,356.57
Movement in working capital:		
Decrease in loans and advances	15,140.39	(1,976.65)
Increase in current and non current assets	473.85	(92.31)
Increase in trade payables, current and non current liabilities	(1,289.47)	(1,039.74)
Decrease/(Increase) in other bank balances	194.36	75.75
Increase in short-term and long-term provisions	(8.72)	(15.79)
Cash from operations	16,306.76	(692.17)
Taxes paid	(451.56)	(683.37)
Net cash from operating activities (A)	15,855.20	(1,375.54)
Cash flow from investing activities		
Purchase of fixed assets	(11.00)	(46.78)
Proceeds from sale of fixed assets	5.77	19.05
Fixed deposits (free from lien)	-	-
Net cash from investing activities(B)	(5.23)	(27.73)
Cash flow from/ (used in) financing activities		
Dividend paid (including tax thereon)	(55.27)	(110.64)
Proceeds from commercial papers issued by banks	-	2,000.00
Repayment of commercial papers	(1,000.00)	(2,000.00)
Proceeds from cash credits account	157.50	-
Net repayment of cash credits account	(4,079.21)	122.36
Proceeds from secured loans	-	10,000.00
Repayments of secured loans	(10,259.96)	(10,935.14)
Repayment of unsecured loans	(625.16)	(924.44)
Net cash from/ (used in) financing activities (C)	(15,862.10)	(1,847.86)
Net increase in cash and cash equivalents (A+B+C)	(12.13)	(3,251.13)
Cash and cash equivalents at the beginning of the year	317.65	3,568.78
Cash and cash equivalents at the end of the year	305.52	317.65

Consolidated Cash Flow Statement for the year ended 31 March 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 and the Companies (Accounting Standards) Amendment Rules, 2016.
- The notes referred to above form an integral part of the financial statements.
- Cash and cash equivalents in the balance sheet comprises of Cash in hand and Cash at bank.

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

	For year ended March 31, 2017	For year ended March 31, 2016
Cash and cash equivalents at the end of the year (refer note 2.15)	305.52	317.65
Add:- Other bank balances (refer note 2.15)	1,446.28	1,901.22
Total cash and bank balances (including long term deposit)	1,751.80	2,218.87
Less: Deposits with banks (maturity over 12 months)	(282.39)	(542.98)
Cash and bank balances at the end of the year	1,469.41	1,675.89

As per our report of even date attached

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Resgistration No. 101049W/E300004

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

Amit Kabra
Partner
Membership No.: 094533

Sanjeev Goel
Managing Director
DIN:00028702

S.K. Goel
Director
DIN:00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Notes to Consolidated financial statements for the year ended March 31, 2017

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

1 Corporate information

Intec Capital Limited ('the Company') incorporated in India on 15 February 1994, is registered with the Reserve Bank of India ('RBI') as a Non-Banking Financial Company ('NBFC') vide Certificate No. B-14.00731 dated 4 May 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 4 November 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. During the financial year 2014-15, Company has been registered as an Asset Finance Company ('AFC'), as defined by the RBI.

Amulet Technologies Limited ('the subsidiary') incorporated in India on 27th March 2012, is registered with Ministry of corporate affairs having main objective of providing consultancy, advisory and all related services in the area of Information technology. However, it is yet to commence business

2 Significant accounting policies

(a) Basis of preparation of financial statements:

The Consolidated financial statements comprise of the financial statements of the Intec Capital Limited (the 'Company' or 'ICL') and its subsidiary (hereinafter collectively referred to as 'Group') The Consolidated financial statements have been prepared 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 (IGAAP) and as per the guidelines issued by Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-deposit accepting or holding) Companies ('NBFC Regulation'). The financial statements have been prepared on an accrual basis and under the historical cost convention. The notified Accounting Standards (AS) are followed by the Company insofar as they are not inconsistent with the NBFC Regulation.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year except mentioned below.

Principles of Consolidation:

The Consolidated Financial Statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements" notified under section 133 of the Companies Act, 2013 (the 'Act') read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules 2016. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Holding Company and its subsidiary company 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.
- (ii) Uniform accounting policies for like transactions and other events in similar circumstances

have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

- (iii) The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.
- (iv) The excess of Holding Company's portion of equity of the Subsidiary, over cost as at the date of investment, is treated as Capital Reserve.

(b) Current / non-current classification of assets / liabilities

As required by Schedule III, the Company has classified assets and liabilities into current and non-current based on the operating cycle. An operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Since in case of non-banking financial Company normal operating cycle is not readily determinable, the operating cycle has been considered as 12 months.

(c) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any changes in estimates are recognized prospectively.

(i) Change in estimates

The RBI vide its notification no DNBR. 011/CGM (CDS)-2015 dt. March 27, 2015 has revised the asset classification norms for Non-performing assets and substandard assets under its prudential norms applicable to NBFCs in a phased manner commencing from financial year ending March 31, 2016 upto the financial year ending March 31, 2018 which would result in an additional provision. The Company follows prudential norms for income recognition, asset classification and provisioning for Non-performing assets as prescribed by RBI for NBFCs and has also been making additional provision on a prudential basis. Consequent of such change, the provision is higher by Rs.147.33 Lakhs for the year ended March 31, 2017.

(d) 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 120 days, after setting-off of collateral amounts. Suspended income on such accounts is recognized as and when collected. Reversal of income not collected for these assets are being netted-off against income as required by the Prudential Norms.
- (iii) Loan installments received are apportioned between interest income and principal portion. The principal amount is reduced from the loan outstanding, so as to achieve the constant rate of interest on the remaining balance.



- (iv) Processing fees and other servicing fees is recognized as income on accrual basis and servicing fees on assignment of loans in respect of loans agreement is recognized as income on receipt basis.
- (v) Dividend income on investments is accounted for as and when the right to receive the same is established.
- (vi) 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.
- (vii) Interest income on fixed deposits recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (viii) Income on account of overdue interest, bouncing charges received, foreclosure charges and penal charges is recognized on receipt basis.

(e) Fixed assets, intangibles and related depreciation/ amortization/ impairment

Tangible assets

- (i) Fixed assets 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 Derecognition 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.

Intangible assets

- (i) Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.
- (ii) Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortizes the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.
- (iii) The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant

change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS-5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

- (iv) Gains or losses arising from recognition of an intangible asset 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.

Depreciation on Tangible asset / Amortization of Intangible asset

- (i) The Company follows the straight-line method for computing the depreciation charge. Other fixed assets are depreciated on a straight line basis over their estimated economic useful lives as estimated by the management, except leasehold improvements, which are being amortized over the lease period. Such rates are higher than the corresponding depreciation rates prescribed in Schedule II of the Companies Act, 2013.
- (ii) The management's estimate of the useful lives of the various fixed assets is as follows:

Asset description	Useful life (in years)
Computers and peripherals	3
Furniture and Fixtures	10
Vehicles	8
Air conditioners	10
Office equipment	5
Electrical installations	8
Intangible Assets	6
Leasehold Improvements	Lease period subject to maximum of 2 years

- (iii) The Company has estimated the useful life of the following assets lower than the useful life given in the Schedule II of the Companies Act, 2013. The lower life is estimated on the basis of the usage of the assets in past.

Asset description	As per Sch. II	As per Books
Electrical installations	10 years	8 years

(f) 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" in consonance with the current/non-current classification.

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 fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures, etc.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.



(g) Commercial paper

Commercial paper is recognized at redemption value. The difference between redemption value and issue value is charged to profit and loss account on a Straight line method (SLM).

(h) Borrowing Cost

Borrowing costs consists of interest and other ancillary cost that an entity incurs in connection with borrowing of funds. Ancillary costs incurred in connection with the arrangement of borrowings are amortized over the tenor of borrowings.

(i) Loan

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

(j) Loan origination cost

Loan origination costs such as credit verification, agreement stamping, processing fee, ROC charges and valuation charges are charged to statement of profit and loss account.

(k) 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 Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous 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.

(l) Provision for standard, sub-standard and doubtful assets

Provision for standard and sub-standard and doubtful assets is recognized in accordance with prudential norms and guidelines issued by Reserve Bank of India from time to time. Further, specific provisions are also created based on the management's best estimate of the recoverability of non-performing assets.

In accordance with the Prudential Norms, the Company has separately shown provision for loans under short term/ long term provisions (as applicable) without netting off from loans.

(m) Current and deferred tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.



Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(n) 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.

(o) 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.

(p) 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.

(q) 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.

2.1 Share capital

(Amount in ₹ lakhs unless otherwise stated)

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised share capital		
Equity shares:		
35,000,000 (previous year : 35,000,000) equity shares of Rs. 10 each	3,500.00	3,500.00
Preference shares:		
1,500,000 (previous year : 1,500,000) preference shares of Rs. 100 each	1,500.00	1,500.00
	5,000.00	5,000.00
Issued, subscribed and fully paid-up shares		
Equity shares:		
18,366,250 (previous year : 18,366,250) equity shares of Rs.10 each fully paid up	1,836.63	1,836.63
Total	1,836.63	1,836.63

Note:

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the year

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Balance at the beginning of the year	18,366,250	1,836.63	18,366,250	1,836.63
Add: issued during the year	-	-	-	-
Add: preference shares converted in equity shares	-	-	-	-
Balance as at end of the year	18,366,250	1,836.63	18,366,250	1,836.63

(b) Terms/rights, preferences and restrictions attached to each class of shares

Equity Shares

The Company has only one class of equity shares having par value of Rs. 10 per share (previous year Rs. 10 per share) . All equity shares are entitled to receive dividends as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

(c) Detail of shareholders holding more than 5% of the aggregate shares in the company:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Number of shares	% age of share holding	Number of shares	% age of share holding
Shareholders				
Equity Shares				
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

2.2 Reserves and surplus

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Securities premium account		
Balance as at the beginning of the year	8,843.84	8,843.84
Add: Premium on issue of equity shares during the year	-	-
Add: Premium on conversion of preference shares during the year	-	-
Balance as at the end of the year	8,843.84	8,843.84
Statutory reserve as per Section 45-IC of the RBI Act, 1934 #		
Balance as at the beginning of the year	1,408.70	1,280.10
Add: Amount transferred during the year	6.95	128.60
Balance as at the end of the year	1,415.65	1,408.70
Surplus in Statement of Profit and Loss		
Opening balance	4,341.39	3,929.61
Less: Dividend paid for previous year 2015-16	45.92	-
Less: Tax on Dividend paid	9.35	-
Add: Profit for the year	34.73	540.39
Profit available for appropriation	4,320.85	4,470.00
Less: Appropriations		
Transfer to reserve under section 45-IC of the RBI Act, 1934	6.95	128.60
Balance as at the end of the year	4,313.90	4,341.39
Total reserves and surplus	14,573.39	14,593.93

Statutory reserve represents the reserve fund created under Section 45-IC of the Reserve Bank of India Act, 1934 (RBI Act). Under Section 45-IC, a Company is required to transfer a sum not less than twenty percent of its net profit every year. Accordingly, the Company has transferred Rs. 6.95 lakhs (Previous year Rs. 128.60 lakhs), being twenty percent of net profits for the financial year to the statutory reserve.

2.3 Borrowings

(Amounts in ₹ lakhs)

Particulars	Short term portion		Long term portion	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
Secured				
Term Loan:				
- from banks	5,826.00	6,818.76	6,998.96	12,795.97
- from other parties	871.56	1,070.47	799.81	1,671.09
- NCD	600.71	2,400.00	-	600.71
Unsecured				
Other loans (corporate bodies)	26.47	-	141.21	792.80
	7,324.74	10,289.23	7,939.98	15,860.57
Less: Amount shown under other current liabilities (refer to note 2.8)	7,324.74	10,289.23	-	-
Total	-	-	7,939.98	15,860.57

Disclosures with respect to year ended 31 March 2017

(a) Details for maturity and security :

Maturity pattern

(Amounts in ₹ lakhs)

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-2 to 41)	5,285.43	3,777.04	1,975.00	1,163.51	12,200.98
for loans taken from other parties# (Remaining installments payable-17 to 25)	860.00	732.46	53.24	-	1,645.70
Non Convertible Debentures # (Remaining installments payable-5)	600.71		-	-	600.71
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-4 to 17)	540.91	83.07	-	-	623.98
for loans taken from other parties# (Remaining installments payable - Nil)	-	-	-	-	-
(iii) Secured by hypothecation of car					
	-	-	-	-	
for loans taken from other parties# (Remaining installments payable-26)	11.22	12.43	2.02	-	25.67
(iv) Unsecured loans (corporate bodies)##	26.47	141.21	-	-	167.68
Total	7,324.74	4,746.21	2,030.26	1,163.51	15,264.72

repayable on equitable monthly and Quarterly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guarantees by directors, other parties for note (a) (i) & (ii) above

- loan of Rs. 12,641.34 lakhs secured by personal guarantee of managing director.
- loan of Rs. 333.33 lakhs secured by personal guarantees of managing director and relative of managing director and corporate gurantee 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).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 11.45%- 12.30% per annum

Interest rates applicable on above unsecured loans are ranges between 7%- 8.37% per annum

Disclosures with respect to year ended 31 March 2016

(a) Details for maturity and security :

Maturity pattern

(Amounts in ₹ lakhs)

Particulars	0-1 years	1-2 years	2-3 years	3-5 years	Total
(i) Secured by hypothecation of loan receivables (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-10 to 48)	5,559.82	5,245.70	3,787.52	3,138.51	17,731.55
for loans taken from other parties# (Remaining installments payable-29 to 37)	860.34	860.33	731.84	53.24	2,505.75
Non Convertible Debentures # (Remaining installments payable-5)	2,400.00	600.71	-	-	3,000.71
(ii) Secured by hypothecation of loan receivables and fixed deposits (also refer to note (b) below)					
for loans taken from banks# (Remaining installments payable-4 to 29)	1,258.94	540.91	83.33	-	1,883.18
for loans taken from other parties# (Remaining installments payable-8)	200.00	-	-	-	200.00
(iii) Secured by hypothecation of car					
for loans taken from other parties# (Remaining installments payable-38)	10.13	11.22	12.43	2.03	35.81
(iv) Unsecured loans (corporate bodies)##					
	-	654.63	138.17	-	792.80
	10,289.23	7,913.50	4,753.29	3,193.78	26,149.80

repayable on equitable monthly installments

repayable at the time of maturity along with interest accrued

(b) Nature of guarantees for loans taken :

Loans guarantees by directors, other parties for note (a) (i) & (ii) above

- loan of Rs. 18,699.51 lakhs secured by personal guarantee of managing director.
- loan of Rs. 483.33 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. 2,095.69 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).
- loan of Rs 550 lakhs secured by personal guarantee of managing director, 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).

(c) Rate of interest (range):

Interest rates applicable on above secured loans are ranges between 11.60%- 13.25% per annum

Interest rates applicable on above unsecured loans are ranges between 6 %- 8.37 % per annum

2.4 Other long-term liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Others		
Collateral amount for cases assigned/ securitised	327.01	1,304.76
Interest accrued but not due on unsecured loans	-	161.04
Lease equalisation reserve	9.09	17.25
Total	336.10	1,483.05

2.5 Long-term provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits:		
Provision for gratuity (refer note 2.25)	-	2.40
Provision for leave encashment	13.69	19.34
Others:		
Provision against standard assets	172.91	287.83
Provision for non-performing assets	2,723.04	1,913.40
Provision for taxation (net of taxes paid)	-	4.11
Total	2,909.64	2,227.08

2.6 Short-term borrowings

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
Loans repayable on demand from banks	14,966.82	13,388.24
Working capital demand loan from banks	4,149.71	9,650.00
Commercial paper from bank	-	1,000.00
Total	19,116.53	24,038.24

Nature of security

Working Capital facility from banks are secured by

- Primary Security- first pari passu charge on present and future receivables of the Company.
- Collateral Security–Fixed deposits lien marked to banks and Immovable properties - Belonging to promoter & others.
- Personal guarantees of managing director and relative of managing director.
- Corporate gurantee of Bubble infosolution Private Limited (company in which managing director of the Company is a director) and Amulet Technologies Limited (subsidiary of the Company)

(b) Rate of interest (range):

Interest rates applicable on above loans ranges between 10.60%-13.45% per annum (previous 11.10%-11.80% per annum).

(c) Commercial papers :

These were issued for a period of 349 days which has been repaid on 05 December 2016 (rate of interest -10% per annum)

2.7 Trade payables

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Payable to micro and small enterprises*	-	-
Payable to other third parties	115.63	204.94
Total	115.63	204.94

* The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the confirmations received and available with the Company, there are no amounts payable to Micro and Small Enterprises as at 31 March 2017 and 31 March 2016.

2.8 Other current liabilities

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Current maturities of long term debt (also refer to note a,b,c of note 2.3 above)		
Secured		
Term Loans		
- from banks	5,826.00	6,818.76
- from other parties	871.56	1,070.47
- from Non Convertible Debentures 12.50% - Secured	600.71	2,400.00
Unsecured		
Other loans (corporate bodies)	26.47	-
Interest accrued but not due	83.53	58.88
Interest accrued and due on term loan and WCDL	38.77	102.29
Other payables		
Payable to employees	77.92	222.85
Amount payable for servicing of assigned/ securitised portfolio	19.49	66.22
Payable to customers	1,405.77	1,062.13
Unclaimed dividend	7.92	9.11
Loans pending disbursement		
Collateral amount for cases assigned/ securitised by the Company	31.12	172.23
Lease equalisation reserve	2.58	2.58
Other statutory dues payable	21.80	53.91
Other payables	73.03	64.93
Total	9,086.67	12,104.36

2.9 Short-term provisions

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for employee benefits		
Provision for gratuity	-	0.86
Provision for leave encashment	5.42	5.23
Others		
Provision against standard assets	91.97	124.33
Provision for non-performing assets	44.63	40.32
Total	142.02	170.74

2.11 Non-Current Investments

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Non-trade investments (valued at cost)		
Unquoted investment in equity shares of subsidiary company		
250,000 (previous year 250,000) equity shares of Rs 10 each of Amulet Technologies Limited	-	-
Unquoted investment in equity shares of associate companies		
89,890 (previous year 89,890) equity shares of Rs 10 each of Pantec Devices Private Limited	1.16	1.16
Unquoted investment in equity shares of other companies		
31,830 (previous year 31,830) equity shares of Rs 10 each of Pantec Consultants Private Limited	1.01	1.01
36,390 (previous year 36,390) equity shares of Rs 10 each of Intec Worldwide Private Limited	0.86	0.86
217,500 (previous year 217,500) equity shares of Rs 10 each of Spherical Collection Agency (P) Ltd	1.11	1.11
225,730 (previous year 225,730) equity shares of Rs 10 each of Intec Share & Stock Brers Limited	2.26	2.26
34,000 (previous year 34,000) equity shares of Rs 10 each of FIMA Infotech Private Limited	2.30	2.30
176,000 (previous year 176,000) equity shares of Rs 10 each of Spectacle Advisory Solutions Pvt.Ltd	0.44	0.44
Total	9.14	9.14

2.12 Deferred tax assets (Net)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Deferred tax asset:		
Provision for non-performing assets	904.84	676.14
Provision against standard assets	87.58	142.64
Provision for Gratuity	-	1.13
Variable incentive	-	64.78
Leave Encashment	6.32	8.51

Particulars	As at March 31, 2017	As at March 31, 2016
Others	11.24	16.51
	1,009.98	909.71
Deferred tax liability:		
Depreciation	7.02	17.09
Others	2.34	-
	9.36	17.09
Net Deferred tax assets		
Total	1,000.62	892.62

2.13 Long term loans and advances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Loans and advances with related parties (Unsecured, considered good)		
- Loan to Amulet Technologies Limited (subsidiary company)	-	-
Other loans and advances		
<i>Loans</i>		
Secured, considered good*	30,270.14	53,228.26
Unsecured, considered good	1,774.29	969.29
Secured, considered doubtful and substandard assets	13,620.14	9,703.86
Less: Collateral money received from borrowers	(11,504.47)	(20,514.71)
	34,160.10	43,386.70
<i>Advances</i>		
Security deposits	33.20	58.03
Unamortised Loan Processing Charges for Term loan	45.43	82.75
Total	34,238.73	43,527.48

* Secured by hypothecation of specific assets

2.14 Other non-current assets (unsecured, considered good)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Others		
Deposits with maturity over twelve months from balance sheet date (refer note 2.15)	282.39	542.98
Interest accrued but not due on Fixed Deposit	16.68	65.80
Advance of taxes(net of provision of for taxation Rs. Nil)	429.28	191.36
Interest accrued but not due on unsecured loans	189.81	76.67
Total	918.16	876.81

2.15 Cash and bank balances

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Cash and cash equivalents		
Cash on hand	40.21	32.56
Cheques, drafts on hand	10.00	6.79
In Unpaid dividend a/c	7.92	9.11
Balances with banks		
- In current accounts	247.39	269.19
	305.52	317.65
Other bank balances		
- Deposits with banks (maturity within 12 months from balance sheet date)*	1,163.89	1,358.24
- Deposits with banks (maturity over 12 months)*	282.39	542.98
Total cash and bank balances	1,751.80	2,218.87
- Less: Deposits with banks (maturity over 12 months)* (refer note 2.14)	(282.39)	(542.98)
Total	1,469.41	1,675.89

*Fixed deposits with a carrying amount of Rs. 1446.28 lakhs (Previous year: Rs. 1901.22 lakhs) are subject to first charge to secure the Company's cash credit and working capital loans.

2.16 Short term loans and advances (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Other loans and advances		
<i>Loans</i>		
Secured, considered good*	17,893.69	24,038.09
Secured, considered doubtful and substandard assets	148.76	134.39
Less: collateral money received from Borrowers	(1,611.91)	(1,013.51)
	16,430.54	23,158.97
<i>Advances</i>		
Security deposits	-	16.32
Advances to employees	13.65	6.59
Prepaid expenses	42.54	98.36
Other advances	135.25	48.92
Unamortised discount on commercial papers & Loan Processing charges for Term loan	37.37	99.59
Advance to vendors	3.39	4.03
Total	16,662.74	23,432.78

* Secured by hypothecation of specific assets.

2.17 Other current assets (unsecured considered good, unless otherwise stated)

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest accrued but not due on loans	500.57	816.63
Other receivables	103.40	51.99
Interest accrued but not due on Fixed Deposit	15.46	35.17
Fair Value of Plan Assets of Gratuity (refer note 2.25)	7.08	-
Total	626.51	903.79

2.18 Revenue from operation

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest on loans	9,108.24	11,930.22
Interest on fixed deposit with banks	147.22	168.72
Other financial services income		
Loan processing fee	121.27	483.32
Servicing fee on assignment of loans	27.55	48.13
Income on preclosure of loans	217.87	257.32
Other service fees	96.99	137.71
Total	9,719.13	13,025.42

2.19 Other income

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Miscellaneous income	28.52	47.49
Total	28.52	47.49

2.20 Employee benefit expense

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Salaries and wages (refer note 2.30)	996.49	2,175.26
Contribution to provident and other funds	38.34	82.06
Staff welfare expenses	21.92	81.31
Total	1,056.75	2,338.63

2.21 Finance costs

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Interest expense		
Interest on zero coupon and other non-convertible debentures		
Interest on term loan:		
- from banks	1,931.10	2,112.69
- from other parties	254.23	381.36
Interest on Non Convertible Debentures	240.80	597.85
Interest on loans repayable on demand from banks	2,367.87	2,459.58
Interest on other loans (corporate bodies)	42.51	104.68
Interest on collateral money received from borrowers	293.23	804.24
Discount on commercial paper	56.30	82.35
Other borrowing cost		
Processing fees and other bank charges	274.20	246.72
Total	5,460.24	6,789.47

2.22 Other expenses

(Amounts in ₹ lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016
Electricity and water	30.22	40.52
Rent (refer note 2.24)	159.84	229.59
Legal and professional (refer note 2.23)	856.98	648.37
Rates and taxes	12.83	97.21
Collection charges	85.21	119.36
Repair and maintenance - others	49.45	66.90
Staff recruitment and training	22.33	15.84
Communications	41.30	66.16
Travelling and conveyance	96.11	145.97
Business Promotion Expenses	20.35	31.99
Provision and written off		
Provision/(Reversal) for standard assets	(147.28)	(32.67)
Provision/(Reversal) for substandard and doubtful debts	813.96	(562.11)
Bad debts written off	912.86	1,957.47
	1,579.54	1,362.69
Corporate Social Responsibilities (refer note 2.39)	4.83	10.57
Miscellaneous expenses	65.15	126.37
Total	3,024.14	2,961.54

2.23 Auditor's remuneration (excluding service tax)

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

Particulars	For the year ended March 31, 2017 (₹)	For the year ended March, 31 2016 (₹)
As auditor		
-Statutory audit	9.14	9.11
-Tax audit	0.75	0.75
-Limited reviews	6.75	6.75
-Other services	4.75	4.75
-Reimbursement of expenses	2.15	1.60
Total	23.54	22.96

2.24 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.

(Amount in ₹ lakhs)

Particulars	For the year ended March 31, 2017 (₹)	For the year ended March 31, 2016 (₹)
Lease payments recognized in the Statement of Profit and Loss	159.84	229.59

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

(Amount in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016
Payable within one year	7.88	16.99
Payable between one and five years	-	5.97
Payable after five years	-	-
Total	7.88	22.96

2.25 Disclosure with respect to Accounting Standard (AS)-15 (Revised) Employee Benefits

Defined benefit plan (Gratuity):

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days (for a month of 26 days) of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, except that there is no limit on payment of gratuity.

The Company had carried out an actuarial valuation in accordance with AS-15(Revised) "Employee Benefits" during the year ended March 31, 2017. Disclosures with respect to changes in defined benefit obligation, funded status, expense for the year with respect to year ended March 31, 2017 are made based on the report received from LIC.

The following table sets out the status of the gratuity plan as required under AS-15 (Revised):

(Amount in ₹ lakhs)

A) Reconciliation of benefit obligations and plan assets

	Year ended March 31, 2017	Year ended March 31, 2016
Opening defined benefit obligation	68.42	65.84
Current service cost	10.84	21.07
Interest cost	5.40	5.13
Actuarial losses/ (gains)	(22.50)	(17.02)
Benefits paid	(13.57)	(6.60)
Settlement loss/ (gain)	-	-
Closing defined benefit obligation	48.60	68.42
Change in the fair value of plan assets		
Opening fair value of plan assets	65.16	60.17
Expected return on plan assets	5.54	5.24
Actuarial gains/ (losses)	(1.93)	(1.51)
Contributions paid by employer	0.48	7.86
Benefits paid	(13.57)	(6.60)
Closing fair value of plan assets	55.69	65.16

B) Reconciliation of present value of the obligations and the fair value of the plan assets

Present value of funded obligations	48.60	68.42
Fair value of plan assets	55.69	65.16
Net asset/ (liability) to be recognised in Balance Sheet	7.08	(3.26)

C) Gratuity cost for the year:

Current service cost	10.84	21.07
Interest cost	5.40	5.13
Expected return/ (loss) on plan assets	(5.54)	(5.24)
Settlement loss/ (gain)	-	-
Net actuarial losses/ (gain) recognised in year	(20.56)	(15.51)
Prior period charge for current cost	-	-
Net gratuity cost/ (income) to be recognised in Statement of Profit and Loss	(9.86)	5.45

Experience adjustments:

(Amount in ₹ lakhs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Experience gain/ (loss) adjustments on plan liabilities	24.83	16.28	15.37	16.39	7.50
Experience gain/ (loss) adjustments on plan assets	(1.93)	(1.51)	(0.47)	0.54	-

Investment details of the plan assets

100% of the plan assets are with the Insurer Managed funds.

Assumptions	March 31, 2017	March 31, 2016
Discount rate	7.40%	7.90%
Expected rate of return on plan assets	8.51%	8.51%
Salary escalation rate	10.00%	10.00%

Economic 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.

Demographic assumptions

Particulars	March 31, 2017	March 31, 2016
(1) Retirement Age	60 years	60 years
(2) Mortality: - Published rates under the LIC (2006-08) mortality tables.		
(3) Leaving service	Uniform Management	Uniform Management
	Ages	Ages
	Withdrawal Rate	Withdrawal Rate
	20-29 years	20-29 years
	7.5%	7.5%
	30-40 years	30-40 years
	7.5%	7.5%
	41-60 years	41-60 years
	7.5%	7.5%

2.26 Contingent liabilities

- (i) **Corporate guarantee:** Amulet Technologies Limited has given corporate guarantee of Rs. 41,495.69 Lakh (Previous Year: Rs. 42,095.69 lakhs to various banks for availing term loans and working capital loans.
- (ii) **Bank Guarantee:** The Company has lined Fixed Deposits of Rs. 1,446.28 lakhs (Previous Year: Rs. 1,574.26 lakhs) to various banks for availing term loans, Credit Delivery Arrangement and working capital loans
- (iii) **Collateral given for assignment/ securitisation transactions:** The cash collateral as at March 31, 2017 amounts to NIL (Previous Year: Rs. 326.96 lakhs, equivalent to 8% of pool provided) given by the Company for covering shortfalls in the recovery of instalments in the pool.
- (iv) The Company's pending litigations comprise of claims against the Company primarily by the customers. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial statements of the Company as at March 31, 2017.
- (v) Loan pending disbursement amounting to Rs 54.44 Lakhs (Previous Year: Rs. 809.12 Lakhs).

2.27 Segment Reporting:

The Company's business activity falls within single primary/ secondary business segment viz., loan and financing in India, no disclosure is required to be given as per Accounting Standard (AS) – 17 "Segment Reporting" as notified under Section 133 of the Companies Act, 2013 ('the Act') read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

2.28 Related Parties under AS-18 with whom transactions have taken place during the year.

a) Key Management Personnel

Sanjeev Goel (Managing Director) – Non Independent Director

Ritika Goel (Director) – Non Independent Director

Y.L. Madan (Director) – Non Independent Director (till November 9, 2017)

Vishal Kumar Gupta (Director) – Nominee Director

c) Relative of Key Management personal

Pranav Goel

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

AG8 venture limited

Infrastructure Advisors Private Limited

f) Investing party in respect of which the reporting enterprise is an associate

Pantec Devices Private Limited

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	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Remuneration												
Sanjeev Goel	-	-	-	-	17.03	122.00	-	-	-	-	-	-
Interest on loans												
-AG8 Ventures Limited	-	-	-	-	-	-	-	-	44.46	28.73	-	-
-Pantec Devices Private Limited	-	-	2.25	2.25	-	-	-	-	-	-	-	-

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	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Loan Repaid												
-AG8 Venture limited	-	-	-	-	-	-	-	-	48.62	24.60	-	-
Purchase of Assets												
-Intec Infonet Private Limited	-	-	-	-	-	-	-	-	-	-	-	4.69
Maintenance charges paid												
-Intec Infonet Private Limited	-	-	-	-	-	-	-	-	-	-	1.82	3.48
Advisory Fees												
-Infrastructure Advisors Private Limited	-	-	-	-	-	-	-	-	12.94	24.20	-	-
Retainer ship Fees												
-Y.L.Madan	-	-	-	-	3.50	6.00	-	-	-	-	-	-
Salary												
- Pranav Goel	-	-	-	-	-	-	4.91	3.20	-	-	-	-

b) Year end balances

(Amounts in ₹ Lakhs)

	As at March 31,2017	As at March 31,2016
Payables		
Infrastructure Advisors Private Limited	-	1.00
Receivables		
AG8 Venture Limited	210.72	259.34
Pantec Devices Private Limited	37.39	35.37
Key management personnel		
Sanjeev Goel (Payable/(Receivable))	(112.97)	(8.00)
Y.L. Madan (Payable/(Receivable))	-	0.50

2.29 Note for managerial remuneration

The Company has obtained the shareholder's approval for payment of managerial remuneration upto Rs. 17.03 lakhs i.e., 11% of the limits as specified under section 197 and 198 of Companies Act, 2013 (Act). 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 recovering the same.

2.30 (i) Note on exit of Chief Financial Officer

The Chief financial officer (CFO) has left the Company on April 20, 2017. In accordance with the section 203(4) of the Companies Act, 2013, the Company is in the process of appointing new CFO.

2.30 (ii) Note on Sale of Portfolio

The Board of Director of the Company in its meeting dated May 26, 2017, has passed a resolution and approved sale of a part of loan portfolio and certain liabilities. Pending shareholder's approval and completion of ongoing negotiation on terms and condition of the sale with the relevant buyers, no adjustments are considered necessary in the Consolidated financial statements.

2.31 Details of Specified Bank Notes (SBNs) held and transacted by the Group during the period November 8, 2016 to December 30, 2016

(Amounts in ₹ Lakhs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	34.93	1.31	36.24
(+) Permitted receipts (refer note a and Note b)	-	9.64	9.64
(+) Non-permitted receipts (refer note a and note b)	15.23	-	15.23
(-) Permitted payments (refer note c)	-	2.86	2.86
(-) Amount deposited in Banks (refer note d and note e)	50.16	9.64	59.80
(+) Amount withdrawn from Banks (refer note e)	-	39.69	39.69
Closing cash in hand as on December 30, 2016	-	38.14	38.14

- In the ordinary course of business, the Company has collected cash in Specified Bank Notes against loan obligations of the Company, aggregating to Rs. 9.64 lakhs during the period from November 9, 2016 to December 30, 2016.
- In addition to the permitted receipts mentioned in the table above, Rs. 15.23 lakhs was received by the Company in Specified Bank Notes from its loan borrowers from November 9, 2016 to December 30, 2016. These amounts were collected against the borrowers' regular loan obligations which had fallen due in the ordinary course of business and were deposited into bank accounts of the Company. Further, SBN details include an amount of Rs. 1.61 lakhs for which demonization wise details are not available hence the same is consider as non-permitted receipts.
- In the ordinary course of business, the Company has incurred petty cash expenses of Rs. 2.86 lacs which has been considered as permitted payments in absence of demonization wise details for payment made during the period from November 9, 2016 to December 30, 2016.
- In the ordinary course of business, the Company has deposited cash amounting to Rs. 59.80 lakhs with banks. The classification of such deposits between SBN is based on information received from the Company's bankers of Rs. 3.18 lakhs and Rs. 10.44 lakhs is based on information available with management. Further, the Company has exchanged Rs. 36.55 lakhs of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016, hence the same is included as amount deposited with banks as SBN.
- In the ordinary course of business, includes an amount of Rs. 36.55 lakhs the Company has exchanged Rs. 36.55 lakhs in denominations of Specified Bank Notes (SBN) with other denomination notes with the banks during the period November 8, 2016 to December 30, 2016, hence the same is also included in the amount withdrawn from the banks in other denomination notes.

2.32 The Company has constituted a CSR committee as required under Section 135 of the Act, together with relevant rules as prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR rules').The CSR Committee of the Board of Directors 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 under review, the 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 Company operates or likely to operate and create goodwill for the Company.

Details of CSR Expenditure:

(i) Gross amount required to be spent by the Company during the year is Rs. 44.64 lakhs (Previous year: Rs. 37.82 lakhs)

(ii) Amount spent during the year on

Amount spent during the year on	March 31, 2017			March 31, 2016		
	In Cash	Yet to be paid	Total	In Cash	Yet to be paid	Total
i) Construction/acquisition of any asset	-	-	-	-	-	-
ii) On purposes other than (i) above	4.83	-	4.83	10.57	-	10.57
Total	4.83	-	4.83	10.57	-	10.57

2.33 Earnings Per Share (EPS)

(Amounts in ₹ Lakhs)

Earnings Per Share	March 31, 2017	March 31, 2016
Profit after tax as per the statement of Profit and Loss	34.73	540.39
Opening balance of equity shares	18,366,250	18,366,250
Add: Issued during the year		-
Closing balance of equity shares	18,366,250	18,366,250
Nominal value of equity share (Rs.)	10.00	10.00
Weighted average number of equity shares outstanding during the period for calculation of basic EPS	18,366,250	18,366,250
Effect of diluted potential equity shares	-	-
Weighted average number of equity shares for calculation of diluted EPS	18,366,250	18,366,250
Basic earnings per share (Rs.)	0.19	2.94
Diluted potential equity shares (Rs.)	0.19	2.94

2.34 At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

2.35 There is no unhedged foreign currency exposure during the year.

2.36 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. R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm registration number: **101049W/E300004**

Amit Kabra
Partner
Membership No.: 094533

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

Sanjeev Goel
Managing Director
DIN-00028702

S.K. Goel
Director
DIN-00963735

Puneet Sehgal
Company Secretary
Membership No.: ACS: 12557

Place: Jaipur
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Place: New Delhi
Date: May 26, 2017

Dear Member,

Invitation to attend the 23rd Annual General Meeting (AGM)

You are cordially invited to attend the 23rd Annual General Meeting of the Members of the Company to be held on Wednesday 27th September 2017 at 11:15 AM at Bipin Chandra Pal Auditorium, A-81, Chittranjan Park, New Delhi-110 019, India.

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

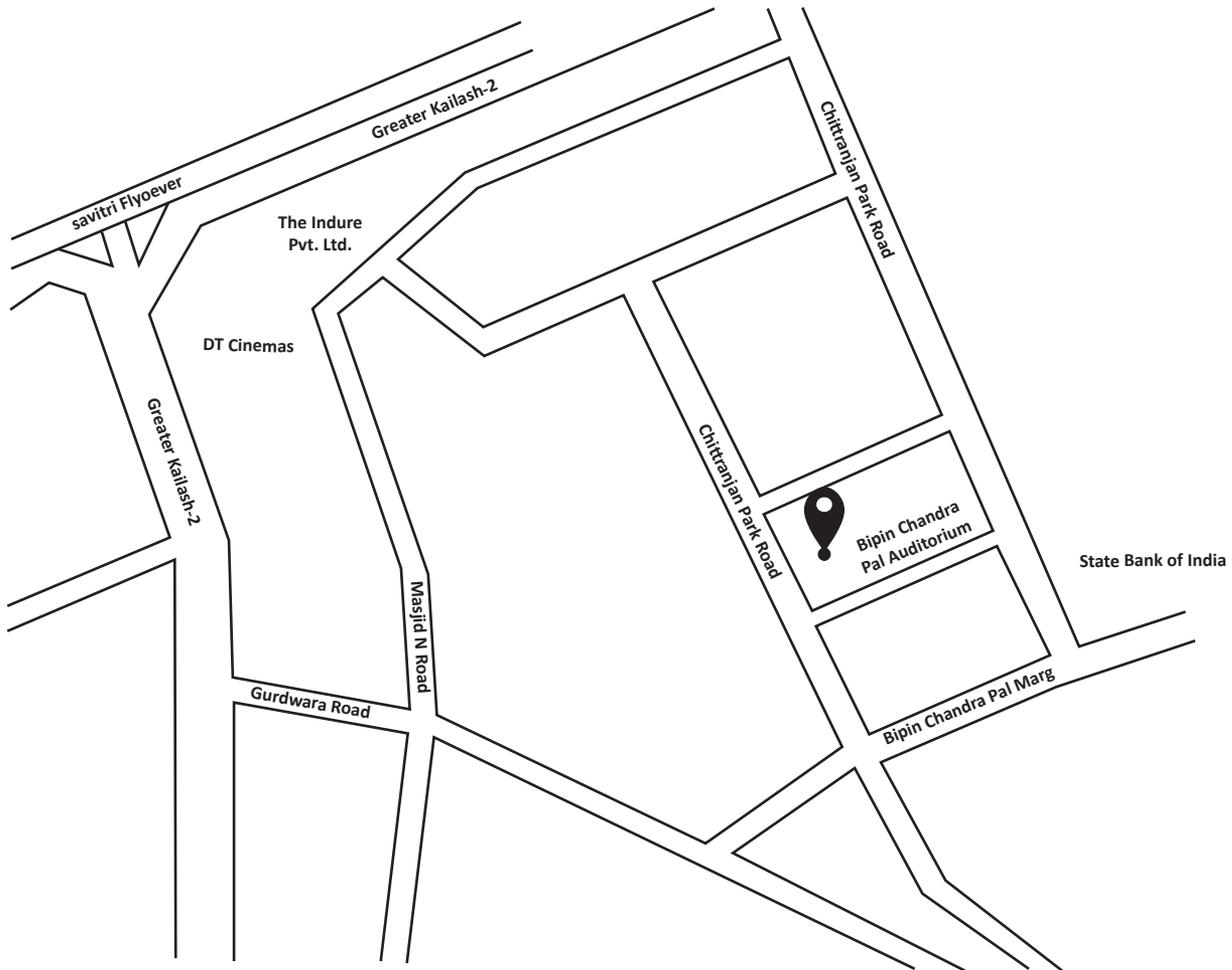
Enclosures

1. Notice of 23rd 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 23rd annual general meeting of members of Intec Capital Limited will be held on Wednesday 27th September 2017 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 31st March, 2017 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, 2017 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, 2017 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, 2017 along with reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted”.

Item no. 2 –Appointment of Director

To appoint a director in place of Mrs. Ritika Goel (DIN 00053387), Non-Executive Non-Independent Woman Director who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED that pursuant to provisions of section 152 of the Companies Act, 2013, Mrs. Ritika Goel (DIN 00053387), Non-Executive Non-Independent Woman Director, who retires by rotation at this meeting offer herself for re-appointment, be and is hereby re-appointed as Non-Executive Non-Independent Woman Director, liable to retire by rotation”.

Item no. 3 – Appointment of Statutory Auditors

To appoint Statutory Auditors and to hold office for first block of five (5) years from conclusion of 23rd General Meeting until conclusion of 28th Annual General Meeting and to fix remuneration and to pass following ordinary resolution thereof.

“RESOLVED THAT Pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and pursuant to recommendation of Audit Committee of the Board and pursuant to recommendation of the Board of Directors, the approval of members of the company be and is hereby accorded for the appointment of S. P. Chopra & Co., Chartered Accountants (Firm No.000346N), as Statutory Auditors of the Company 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 (subject to ratification of their appointment by members at every Annual General Meeting) for conducting the Annual Statutory Audit for the respective Financial Years viz. starting from Financial Year 2017-2018 till Financial Year 2021-2022 and that Board of Directors be and is hereby authorized or to delegate this to Mr. Sanjeev Goel, Managing Director to fix such remuneration payable to them as may be determined by the Audit Committee in consultation with Auditors and that such remuneration may be paid on progressive billing basis to be agreed between Auditors and Board of Directors or delegated person viz. Mr. Sanjeev Goel, Managing Director.

SPECIAL BUSINESS

Item no. 4 – 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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT

1. Pursuant to section 196, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and read with rules made thereunder 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, the approval of the Members be and is hereby accorded to change in terms of appointment of Managing Director to the extent that his appointment is also made liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director for 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 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 and all other terms and conditions of the appointment shall remain unchanged.
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.”

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: 26th August 2017

Explanatory statement pursuant to section 102 of the companies act, 2013:

Explanatory Statement to Item No. 4

As per Section 152 of the Companies Act, 2013, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. The “total number of directors” shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

Pursuant to re-organization of the Board of Directors and in order to comply with Section 152 of the Companies Act, 2013, Mr. Sanjeev Goel, Managing Director is also liable to retire by rotation in addition to Mrs. Ritika Goel. The Board has recommended to change the terms of appointment of Managing Director to also made him liable to retire by rotation and being eligible offer themselves for re-appointment and his tenure as Managing Director for 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 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 and all other terms and conditions of the appointment shall remain unchanged.

The Board of Directors recommends the passing of the Special Resolutions contained in Item no.4 of the accompanying Notice for the approval by Shareholders.

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.
2. 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.
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 (on or before Wednesday 25th September, 2017, 3:00 p.m. IST).
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 2017.
13. The Company has not declared any dividend for the Financial Year 2016-17.
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, 99, Madangir, Behind LSC, New Delhi – 110062
16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with

the Company as on Saturday 24th September 2016 (date of last Annual General Meeting) on the Company's website (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 and wherever law permits, can also cast voting through Ballot paper at the AGM. In the event of voting through both methods viz. through ballot paper at the AGM as well as through remote e-voting by that member, then voting through ballot paper shall prevail, wherever law permits. The instructions for e-voting are annexed to the Notice.
20. The Annual Report 2016-17, the Notice of the 23rd 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 23rd AGM and the Intec Capital Limited Annual Report 2016-17 will be available on the Company's website, 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
- (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 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.
Bank Details#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

- (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 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) The E-voting facility shall be available at the link www.evotingindia.com during the following voting period from 11:00 a.m. till 5:00 p.m.:

Commencement of E-voting	Sunday 24th September, 2017
End of E-voting	Tuesday 26th September, 2017

E-voting shall not be allowed beyond 5.00 p.m. on 26th September, 2017. 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 16th September, 2016.

- (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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to Notice dated 27th September 2017
Details of Directors retiring by rotation seeking appointment / re-appointment
at the ensuing Annual General Meeting

Sl.	Information	Mrs. Ritika Goel
1	A brief resume of the director;	<p>Mrs. Ritika Goel is a graduate from Lady Shriram college of Delhi University and diploma holder in IT and computer. Mrs. Goel has over two decades of vast and rich experience in NBFC and IT sector. Erstwhile, she was associated with M/s Unitel Credit Pvt. Ltd. as a key member of the board for more than 17 years.</p> <p>Currently, she is the member of the board across multiple companies in the field of IT and computer. Apart from overall guidance, Mrs. Goel's experience in the field of IT and computer will give significant value addition in improving the IT infrastructure of Intec Capital Limited.</p>
2	Nature of his expertise in specific functional areas;	IT and computer
3	Disclosure of relationships between directors inter-se;	Not related to any Directors or Key Managerial Personnel (KMP) except Mr. Sanjeev Goel, Managing Director being spouse of Mrs. Ritika Goel.
4	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	<p>NIL.</p> <p>However, Mrs. Ritika Goel is Director in one Unlisted Public Company and two Private Limited Company.</p>
5	Shareholding of non-executive directors.	NIL



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]

23rd Annual General Meeting – Wednesday 27th September 2017

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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Wednesday, 27th September, 2017 at 11.15 AM at B. C. Pal Memorial, A-81, Chittranjan Park, New Delhi-110 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional See Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	Adoption of financial statements (including the consolidated financial statements)			
2	Appointment of Mrs. Ritika Goel as a director liable to retire by rotation			
3	Appointment of Statutory Auditors			
Special Business:				
4	Change in terms of appointment of Managing Director to made him liable to retire by rotation			

Signed this day of 2017

.....
 Signature of the member

.....
 Signature of the proxy holder(s)

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, or abstain 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
Regd. Office: 701, Manjusha, 57 Nehru Place, New Delhi-110019

ATTENDANCE SLIP

23rd Annual General Meeting – Wednesday 27th September 2017

Registered Folio No./DP ID no./Client ID No.

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Number of shares held

--	--	--	--	--	--	--

----- Please tear here -----

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company at B.C. PAL MEMORIAL, A-81, CHITTRANJAN PARK, NEW DELHI-110 019 on Wednesday 27th September 2017 at 11.15 A.M. IST Delhi -110019.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note :

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.
2. The map to reach the AGM venue is given overleaf.

Signed this day of 2017

Affix a Re.1/- Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This Form, in order to be effective should be duly stamped, completed, signed 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 or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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BALLOT POLL PAPER – 23rd 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')
Ordinary Resolution		
1	Adoption of financial statements (including the consolidated financial statements)	
2	Appointment of Mrs. Ritika Goel as a director liable to retire by rotation	
3	Appointment of Statutory Auditors	
Special Resolution		
4	Change in terms of appointment of Managing Director to made him liable to retire by rotation	

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 Wednesday 20th September 2017.

