

# INCAP LIMITED

# 1-58, NIDAMANUR, Phones : 91-866-2842571, 2842479  
VIJAYAWADA - 521 104.  
ANDHRA PRADESH  
INDIA  
E-mail : vjwincap@hotmail.com  
www.incaplimited.in CIN L32101AP1990PLC011311



Assessment Process Transforms Systems  
ISO 9001:2015



Standards Accreditation Council for  
Assessment Services Providers

INCAP/BSE/2024-25/265

Dated 29<sup>th</sup> August, 2024

To

Bombay Stock Exchange,  
21<sup>st</sup> Floor, P.J.Tower,  
Dalal Street,  
Mumabi.

Dear Sir,

Sub : Notice of 34<sup>th</sup> Annual General Meeting and 34<sup>th</sup> Annual Report for the financial year 2023-2024.

-X-X-X-

This is to inform that 34<sup>th</sup> Annual General Meeting of the company will be held on Saturday, September 28, 2024 at 12.00 Noon at the Registered Office of the Company at Incap Limited, 1-58, Nidamanur, Vijayawada – 521104, NTR District, Andhra Pradesh.

Please find the enclosed 34<sup>th</sup> Annual Report 2023-2024.

Kindly take the above on your record.

Thanking you,  
Yours faithfully,  
For INCAP LIMITED

C.NEELIMA  
MANAGING DIRECTOR





**34<sup>th</sup>**  
**Annual Report**  
**2023 - 2024**

**INCAP LIMITED**

ISO 9001 : 2015 CERTIFIED COMPANY

**BOARD OF DIRECTORS**

Sri. C.Bhagavantha Rao	(DIN : 00218713)	Executive Chairman, CFO
Smt. C.Neelima	(DIN : 02737481)	Managing Director
Sri. P.Ram Rao	(DIN : 00137511)	Director
Smt. P.Himabindu	(DIN : 06605646)	Director
Sri. C. Rakesh	(DIN : 07688165)	Independent Director
Sri. CS A.Ramesh		Company Secretary

**AUDITORS**

M/s.Umamaheswara Rao & Co.,  
Chartered Accountants,  
D.No.29-7-656, 3rd Floor,  
1/16th Lane,  
Brodipet,  
GUNTUR – 522 002,  
Andhra Pradesh.

**BANKERS**

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

**REGISTERED OFFICE & FACTORY****INCAP LIMITED**

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

Tel : 91-866-2842479, 2842571  
Fax : 91-866-2842572  
Email : investorsincap@gmail.com  
URL : www.incaplimited.in

**REGISTRARS & SHARE TRANSFER  
AGENTS (PHYSICAL & DEMAT):****M/s. VENTURE CAPITAL & CORPORATE  
INVESTMENTS PRIVATE LIMITED**

“AURUM”, D No.4-50/P-II/57/4F & 5F,  
4th & 5th Floors, Plot No.57,  
Jayabheri Enclave Phase – II, Gachibowli,  
Serilingampally, Hyderabad – 500 032.  
Ranga Reddy Dist., Telangana

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

**NOTICE**

Notice is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING** of **INCAP LIMITED** (CIN:L32101AP1990PLC 011311) will be held on Saturday, the 28<sup>th</sup> September, 2024 at 12.00 Noon at the Registered Office of the company at 1-58, Nidamanuru, Vijayawada – 521104, NTR District, Andhra Pradesh to transact the following business :

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri.P. Ram Rao (DIN:00137511) who retires at this meeting and being eligible offers himself for re-appointment.
3. To declare dividend on equity shares of the company for the financial year ended on March 31, 2024.

**SPECIAL BUSINESS :**

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

Appointment of Mr.C.Rakesh (DIN:07688165) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. C.Rakesh (DIN: 07688165) as an Additional Director in the capacity of an Independent Director of independence as provided under Section 149(6) of the Act and of the Listing Regulations and is eligible

for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of Five years with effect from July 31, 2024 till July 31, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.” the Company w.e.f. July 31, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive to hold office for a period of Five years with effect from July 31, 2024 till July 31, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**For INCAP LIMITED**

**C.NEELIMA  
MANAGING DIRECTOR  
DIN : 02737481**

VIJAYAWADA  
25<sup>th</sup> May, 2024

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND A PROXY NEED NOT BE A MEMBER.
2. The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the meeting.
3. Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. The Register of Members and Share Transfer books of the company will remain closed from 21<sup>st</sup> September, 2024 to 24<sup>th</sup> September, 2024 (Both days inclusive) for the purpose of Annual General Body meeting for the year ended 31<sup>st</sup> March, 2024.
5. The dividend if any declared at this meeting will be paid to those members, whose names appear in the Register of Members of the company as on 20<sup>th</sup> September, 2024. Payment of Dividend, as approved, shall be subjected to deduction of tax at source, and the net dividend, will be paid to shareholders.
6. Unclaimed Dividend : Dividends unclaimed and unpaid over 7 years will be transferred to the Investor Education and Protection Fund. Further, shares of such shareholders. Who have not encashed any dividend warrant / instrument during the last 7 years, will be transferred to the Investor Education and Protection Fund.
7. The Notice of the AGM along with the Annual Report 2023 - 2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. A copy of the notice of the AGM along

- with the Annual Report is also available for download on the website of the company [www.incaplimited.in](http://www.incaplimited.in). To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with link in time/Depositories.
8. Relevant documents/agreements referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during the business hours upto the date of the meeting.
  9. In case of Joint Holders attending the meeting, the member whose name appears as the first holder in the order of names as per Register of members will be entitled to vote.
  10. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
  11. Members / proxies should bring the attendance slips duly filled in for attending the meeting.
  12. **CDSL e-Voting System – For Remote e-voting :**

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. (i) The voting period begins on Wednesday, September 25, 2024 at 09:00 hours (IST) and ends on Friday, September 27, 2024 at 17:00 hours (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode. (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Share holders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting @cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>Pan</b>	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- ✿ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - ✿ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - ✿ It is Mandatory that, 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.
  - ✿ Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorsincap@gmail.com](mailto:investorsincap@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

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

**VIJAYAWADA  
25<sup>th</sup> May, 2024**

**C.NEELIMA  
MANAGING DIRECTOR  
DIN : 02737481**

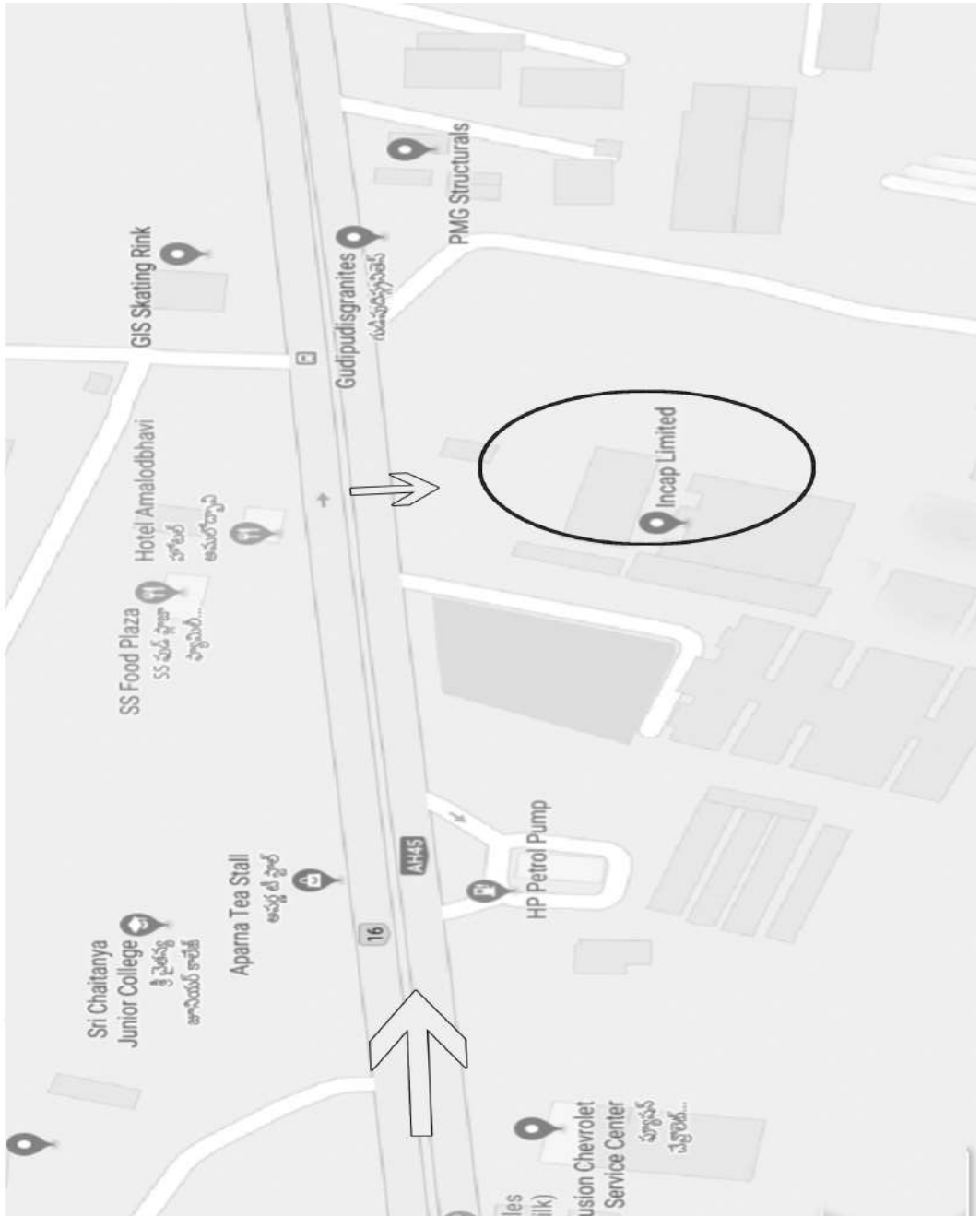
Details of Directors seeking appointment/ re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Particulars	P. Ram Rao
Director identification Number (DIN)	00137511
Date of Birth	28-06-1948
Date of first appointment	16-12-1991
Qualification	B.E. (Hons)
Expertise in specific functional areas Terms and conditions of appointment / re-appointmnet	Electrical, Electronics Industry & Admn. Appointed as Non-Executive Director liable to retire by rotation.
Number of Board Meetings attended during the year	4
Details of remuneration last drawn (2023-24) Number of shares held in the company: (a) Own (b) For other persons on a beneficial basis	Nil  60933 Equity shares --
Directorships held in other public companies (excluding foreign and private companies)	--
Memberships / Chairmanships of Audit committees and Investors' grievence committees across public companies	--
Shareholding	1.19% (60933 Equity shares)

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

Particulars	Dr. C.Rakesh
Director identification Number (DIN)	07688165
Date of Birth	29-08-1987
Date of first appointment	01-02-2022
Qualification	M.B.B.S. MD Paediatrics
Expertise in specific functional areas Terms and conditions of appointment / re-appointmnet	Immunisation, Paediatric neonatology Appointed as Non-Executive Independent Directorliable to retire by rotation.
Number of Board Meetings attended during the year	4
Details of remuneration last drawn (2023-24) Number of shares held in the company: (a) Own (b) For other persons on a beneficial basis	Nil -- --
Directorships held in other public companies (excluding foreign and private companies)	--
Memberships / Chairmanships of Audit committees and Investors' grievance committees across public companies	--
Shareholding	--

# ROUTE MAP



**DIRECTORS' REPORT**

To  
The Members,  
**Incap Limited**

**CIN : L32101AP1990PLC011311**

Your Directors have pleasure in presenting the Thirty Fourth Annual Report on the business and operation of the company and the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 together with Auditors' Report thereon.

**1. FINANCIAL RESULTS :**

The financial results for the year ended 31<sup>st</sup> March, 2024 are summarized below:

(Rs. in Lakhs)

<b>PARTICULARS</b>	<b>2023-2024</b>	<b>2022-2023</b>
Revenue from Operations	1936.48	2105.90
Other Income	87.81	102.18
Total Income	2024.29	2208.08
Total Expenditure	1876.60	2061.46
Profit before Interest, Depn. & Tax	147.69	146.62
Interest	17.35	18.35
Profit before Depn. & Tax	130.34	128.27
Depreciation	38.29	39.15
Profit before Tax	92.05	89.12
Add : Deferred Tax Liability (Net )	(0.02)	(0.18)
Provision for Tax	25.11	22.62
Profit after Tax	66.96	66.32
Add : Brought forward from previous year	884.56	869.57
	951.52	935.89
Appropriations		
Provision for Dividend	51.33	51.33
Surplus carried to Balance Sheet	900.19	884.56

**2. STATE OF COMPANY AFFAIRS :**

During the year 2023-2024 your company achieved a turnover of Rs.1936.47 Lakhs against Rs.2105.90 Lakhs for the year 2022-2023 your company made a net profit of Rs.66.97 Lakhs during the year.

**3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS :**

There are no material changes and commitments affecting financial position of the company between 31<sup>st</sup> March, 2024 and the date of Board's Report.

**4. EXTRACT OF ANNUAL RETURN :**

A copy of the Annual Return as required under section 92(3) and section 134(3) (a) of the companies Act, 2013 has been placed on the company's website <https://www.incaplimited.in/uploadpdfs/mgt-7.pdf>

**5. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES / JV :**

The company does not have any subsidiary, joint venture or associates company.

**6. DIVIDEND :**

The Board of Directors recommended for your consideration a dividend on equity share at 10% (Re.1.00 per equity share) for the year ended on 31st March, 2024. Total amount of outgo on account of these will Rs.51.33 Lakhs towards dividend. Payment of Dividend, as approved, shall be subjected to deduction of tax at source, and the net dividend, will be paid subject to the approval of shareholders in the Annual General Meeting.

Transfer of Shares in favour of Investor Education and Protection Fund (IEPF) Authority Pursuant to the applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares on which dividends have not been claimed for 7 consecutive years were required to be transferred in favor of IEPF authority. During the year 2023-2024 there is no pending to transfer.

**7. DIRECTORS :**

Sri. P.Ram Rao having DIN : 00137511, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointmnet.

Sri. C.Rakesh having DIN : 07688165, Independent Director re-appointment at the ensuing Annual General meeting and being eligible offers himself for appointmnet,

Attention of the members is invited to the relevant items in the Notice of the Annual General meeting and the Explanatory statement thereto.

**8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS :**

The Independent Director has affirmed his compliance with the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013

**9. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION :**

For the purpose of selection of any Director, the Nomination & Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and also taken into consideration recommendation, if any, received from any member of the Board. The committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws. The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection, appointment and remuneration of Directors & Senior Management.

**10. EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS :**

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of various criteria such as Board composition, process, dynamics, quality of deliberations, strategic discussions, and effective reviews, committee participation, governance reviews etc.

Name of the Director	Number of meetings attended / total meeting held during the Financial Year 2023-2024
Sri C.Bhagavantha Rao	4 / 4
Sri P.Ram Rao	4 / 4
Smt. C.Neelima	4 / 4
Smt. P.Himabindu	4 / 4
Sri. Dr. C.Rakesh	4 / 4

The Board and the Nomination and Remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders.

**11. TRANSFER TO RESERVES :**

The Board of Directors of your Company has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to 'Reserves' for the Financial Year ended March 31, 2024.

**12. NUMBER OF MEETINGS OF THE BOARD :**

The Board of Directors met 4 (Four) times on 24<sup>th</sup> May, 2023, 29<sup>th</sup> July, 2023, 30<sup>th</sup> October, 2023 and 5<sup>th</sup> February, 2024 dates during the financial year.

**13. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

Your company strongly believes in providing a safe and harassment free workplace for each and every individual working for the company through various interventions and practices. It is the continuous endeavor of the management of the company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. During the year ended 31<sup>st</sup> March, 2024, no complaints pertaining to sexual harassment was received by the Company.



**14. STATUTORY AUDITORS :**

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), M/s Umamaheswara Rao & Company, Chartered Accountants, (Firm Registration Number: 004453S) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 33rd Annual General Meeting ("AGM") till the conclusion of the 38th AGM to be held in the year 2028, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**15. SECRETARIAL AUDITORS :**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. A.N.Sarma & Co., Company Secretaries for conducting secretarial audit of the Company for the financial year 2023-2024. The Secretarial Audit Report (Form MR-3) is enclosed to this report. The remarks, qualification and reservation of Secretarial Auditor have been mentioned in the report.

**16. LOANS, GUARANTEES & INVESTMENTS :**

The Company has not given loans, guarantees, securities and made investments during the year under review, as per the provisions of Section 186 of the he Companies Act, 2013.

**17. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

All related party transactions that were entered during the financial year ended 31st March, 2024 were on an arm's length basis and were in the ordinary course of business.

**18. COMPOSITION OF AUDIT COMMITTEE :**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report which forms a part of this report.

**19. RISK MANAGEMENT POLICY :**

The company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the company. The same has also been adopted by your Board and is also subject to its review from time to time.

**20. INTERNAL FINANCIAL CONTROLS :**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**Details in respect of frauds reported by Auditors under Section 143 (12) other than those which are reportable To The Central Government:-**

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

The Internal Audit is conducted by a well experienced employee during the year under review and company is taking all necessary steps to appoint Internal Auditor as per the provisions of the Companies Act, 2013.

**21. CORPORATE SOCIAL RESPONSIBILITY :**

The provisions of Corporate Social Responsibility are not applicable to the Company under the provisions of the Companies Act, 2013

**22. PUBLIC DEPOSITS :**

The Company has not accepted any deposit from the Public during the year under review, under the provisions of the Companies Act, 2013 and the rules framed thereunder.

**23. VIGIL MECHANISM :**

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations), the Company has vigilance Mechanism comprising of Executive and Non Executive Promoter Directors.

**24. CORPORATE GOVERNANCE REPORT :**

Your company has taken adequate steps to adhere to all the stipulations laid down in the Listing Regulations. Report on Corporate Governance is enclosed as **Annexure "I"** to this Report. Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) is enclosed to this report.

**25. MANAGEMENT DISCUSSIONS ANALYSIS :**

The management discussion and analysis on the operation of the Company as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) is enclosed as **Annexure "II"** to this report.

**26. DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to section 134 of the Act, the Directors, based on the representation received from the Directory hereby confirm that:-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) They have, in the selection of the accounting policies, consulted the statutory auditors and have 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 of the company for that period;

- c) They have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other regulations.
- d) They have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO :**

**a. Conversation of Energy :**

(i)	The steps taken or impact on conservation of energy	The Company does not belong to the category of power intensive industries and hence consumption of power is not significant. However the management is aware of importance of conservation of energy and also reviews from time to time the measures taken/ to be taken for reduction of consumption of energy. Your company continues its efforts to conserve energy wherever practicable by economizing on the use of power through better utilization of equipment and proper production planning.
(ii)	The steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	The capital investment on energy conservation equipment's	NIL

**b. Technology Absorption :**

(i)	The efforts made towards technology absorption	Company is not based on any technology, hence technological absorption don't arise.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Company has not imported Foreign Technology.
	(a) The details of technology imported	NIL
	(b) The year of import	NIL

- (c) whether the technology been fully absorbed NIL
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof NIL
- (iv) The expenditure incurred on research and development NIL
- c. Foreign exchange earnings and outgo : ( Rs. in Lakhs )

Particulars	Current Year	Previous Year
a) Foreign exchange earnings on Exports	275.33	0.00
b) Foreign exchange used on account of value of imports		
i) Raw Materials & Stores	1200.41	1219.29
ii) Capital Goods	12.02	55.35
iii) Foreign Travel	0.00	0.00

## 28. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATIONS :

No significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

## 29. RATIOS OF REMUNERATION TO EACH DIRECTOR :

Details / Disclosures of Ratio of Remuneration to each Director to the median employee's remuneration to this Annual Report –

( Rs. in Lakhs )

Name	Designation	Remuneration Paid		Increase in Remuneration from previous year	Ratio/Times per Median of Emp. Remuneration
		2023-24	2022-23		
Sri C.Bhagavantha Rao	Executive Chairman	24.00	24.00	Nil	22.09 times
Smt C.Neelima	Managing Director	18.00	18.00	Nil	16.06 times

## 30. QUALITY SYSTEM :

Your company's certificate for quality systems under ISO 9001:2015 from APTS Quality Certification, Hyderabad and Environmental Management System ISO 14001:2015 for ODC Standards Certification, Hyderabad continues to be valid.

## 31. DISCLOSURE AS PER LODR REGULATIONS :

### Cash Flow Statement :

The cash flow statement in accordance with Accounting Standard and Cash Flow Statement (AS3) issued by ICAI is appended to this Annual Report.

**Listing Fee :**

The company's shares are listed on Bombay Stock Exchange Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai – 400001. The annual listing fee to BSE Limited for the year 2023-2024 has been paid.

**32. CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the business of the company.

**33. SECRETARIAL STANDARDS:**

Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India.

**34. PARTICULARS OF EMPLOYEES :**

The particulars of the Employees who are covered by the Provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

a) Employed throughout the year	-Nil-
b) Employed for part of the year	-Nil-

**35. ACKNOWLEDGEMENTS :**

Your Directors wish to express their grateful appreciation for the assistance and cooperation received from State Bank of India, Customers and Suppliers. Cordial relations prevailed during the year with all the employees. Your Directors wish to place on record their deep sense of appreciation of the valuable work done and cooperation extended by them at all levels.

Yours directors also wish to express their gratitude to investors for the continued faith reposed by them in the company.

**For INCAP LIMITED**

**C.NEELIMA  
MANAGING DIRECTOR  
DIN : 02737481**

**VIJAYAWADA  
25<sup>th</sup> May, 2024**

**Independent Auditor's Report**

To  
The Members of  
Incap Limited

**Report on the Audit of the Financial Statements  
Opinion**

1. We have audited the accompanying financial statements of Incap Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2024, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined there are no key audit matters to be communicated in our report.

**Information other than the Financial Statements and Auditor's Report thereon**

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

7. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

9. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. 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 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.
10. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

12. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
13. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - f. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure - A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.



18. Further to our comments in Annexure A, 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, except for the matters stated in the paragraph below, on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014
  - c. the financial statements dealt with by this report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
  - e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report as per **Annexure - B** expressed an unmodified opinion;
  - g. The company has not paid any remuneration to its directors during the year. Hence the provisions of section 197 of the Act are not applicable.
  - h. 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph reporting under section 143(3)(b) of the Act and paragraph below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
    - i. Since, there are no pending litigations, the Company does not have any impact in its financial position and hence not disclosed the impact of pending litigations on its financial position in the financial statements;
    - ii. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.
    - iv.(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company

from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Board of Directors of Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks and information given to us, the Company has used accounting softwares for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective softwares, hence we are unable to comment on audit trail feature of the said software

**For UMAMAHESWARA RAO & CO.,  
Chartered Accountants  
Firm Regn. No.004453S**

**(CA. HSY SARMA)  
Partner  
ICAI Membership No.234083  
UDIN: 24234083BKBIC18755**

**GUNTUR  
25<sup>th</sup> May, 2024**

**Annexure A to the Independent Auditor's Report of even date to the members of  
Incap Limited, on the financial statements  
for the year ended 31 March 2024**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(B) The Company has maintained proper records showing full particulars, Intangible Assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the Note 2A - 'Property, plant and equipment') are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year.
  - (a) No material discrepancies were noticed on the aforesaid verification.
  - (b) According to the information and explanation given to us and the records produced to us for our verification, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets and the quarterly returns filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) The company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the order are not applicable.
- (iv) In our opinion, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the companies act, 2013 are required to be complied with.
- (v) In our opinion, 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) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Goods And Services Tax, Service Tax, Duty Of Customs, Duty Of Excise, Value Added Tax, Cess And Other Material Statutory Dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.  
 (b) According to the information and explanation given to us, there are no dues of Sales Tax, Service Tax, Income Tax, Customs duty and Excise duty which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or any dues to debenture-holders during the year. The Company did not have any outstanding loans or borrowings from government during the year.  
 (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.  
 (c) During the year, the company has not obtained any term loans and hence clause 3 (ix) (c) of the Order is not applicable.  
 d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.  
 e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.  
 f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.  
 (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.  
 (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xi) (a) In our opinion and based on our examination and enquiries with the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
 b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion, the Company has not entered into any noncash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditor of the Company during the year, however, there is change in statutory auditor due to rotation of auditors and there are no issues, objections or concerns raised by the outgoing auditor.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion, the provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause (xx) (a) and (b) of the Order are not applicable.
- (xxi) According to the information and explanations given to us and procedures performed by us, there are no subsidiary entities the company and hence reporting under clause 3(xxi) of the Order is not applicable.

**For UMAMAHESWARA RAO & CO.,  
Chartered Accountants  
Firm Regn. No.004453S**

**(CA. HSY SARMA)  
Partner  
ICAI Membership No.234083  
UDIN: 24234083BKBIC18755**

**GUNTUR  
25<sup>th</sup> May, 2024**

**Annexure B to the Independent Auditor's Report of even date to the members of  
Incap Limited, on the financial statements for the year ended 31 March 2024**

**Independent Auditor's report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

1. In conjunction with our audit of the financial statements of Incap Limited (the "Company") as at and for the year ended 31 March 2024, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company as of that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's Board of Directors 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). 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 the Company's business, including adherence to 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.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's IFCoFR 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 IFCoFR 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**

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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 issued by the ICAI.

**For UMAMAHESWARA RAO & CO.,  
Chartered Accountants  
Firm Regn. No.004453S**

**(CA. HSY SARMA)  
Partner  
ICAI Membership No.234083  
UDIN: 24234083BKBIC18755**

**GUNTUR  
25<sup>th</sup> May, 2024**

**INCAP LIMITED  
BALANCE SHEET AS AT 31st MARCH, 2024**

**(Amount in 000's.)**

Particulars	Note No.	31st March, 2024	31st March, 2023
<b>ASSETS</b>			
1. Non Current Assets			
(a) Property, Plant and Machinery	2	34,314.94	36,733.43
(b) Financial Assets			
(i) Investments	3	22,140.92	22,140.92
(ii) Loans	4	183.00	163.00
(c) Other Non Current Assets	5	1,026.31	1,309.36
2. Current Assets			
(a) Inventories	6	28,678.14	20,060.72
(b) Financial Assets			
(i) Trade Receivables	7	98,117.09	62,206.82
(ii) Cash and Cash equivalents	8	81,317.74	1,26,548.95
(c) Current Tax Assets (Net)	9	588.49	1,724.52
(d) Other Current Assets	10	7,947.87	10,034.75
<b>TOTAL ASSETS</b>		<b>2,74,314.50</b>	<b>2,80,922.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	11	51,332.00	51,332.00
(b) Other Equity	12	1,09,373.37	1,08,422.47
<b>TOTAL EQUITY</b>		<b>1,60,705.37</b>	<b>1,59,754.47</b>
<b>LIABILITIES</b>			
1. Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	3,650.17	5,083.33
(b) Deferred Tax Liabilities (Net)	14	2,840.69	2,842.82
<b>Total Non Current Liabilities</b>		<b>6,490.86</b>	<b>7,926.15</b>
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	23,866.67	6,866.33
(ii) Trade payables	16	69,399.56	91,023.60
(b) Other Current Liabilities	17	9,831.96	11,357.35
(c) Provisions	18	4,020.08	3,994.57
<b>Total Current Liabilities</b>		<b>1,07,118.27</b>	<b>1,13,241.85</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,74,314.50</b>	<b>2,80,922.47</b>

Summary of Significant Accounting Policies

1

For and on behalf of the Board

**For UMAMAHESWARA RAO & CO.,**  
Chartered Accountants  
Firm Regn. No.004453S

**C.BHAGAVANTHA RAO**  
CHAIRMAN, CFO  
(DIN : 00218713)

**C.NEELIMA**  
MANAGING DIRECTOR  
(DIN : 02737481)

**VIJAYAWADA (CA. HSY SARMA)**  
25<sup>th</sup> May, 2024 Partner  
ICAI Membership No.234083

**A.RAMESH**  
COMPANY SECRETARY(M.NO.A42943)



**INCAP LIMITED**

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH,2024**

**(Amount in 000's)**

	<b>Particulars</b>	<b>Note No.</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>
<b>I</b>	<b>Sales</b>			
	Revenue from operations	19	1,93,647.50	2,10,590.00
II	Other Income	20	8,781.48	10,217.69
<b>III</b>	<b>Total Income ( I + II )</b>		<b>2,02,428.98</b>	<b>2,20,807.69</b>
IV	Expenses			
	Cost Materials consumed	21	1,08,097.35	1,10,970.52
	Purchase of Stock-in-Trade		28,985.54	5,731.87
	Changes in inventories of finished goods, Stock-in-trade and Work-in-Progress	22	(7,822.70)	3,715.32
	Employee Benefit Expenses	23	19,523.35	19,098.49
	Finance Costs	24	1,735.15	1,835.11
	Depreciation and Amortizational Expenses	25	3,829.22	3,914.40
	Other Expenses	26	38,875.94	66,630.06
	<b>Total Expenses (IV)</b>		<b>1,93,223.85</b>	<b>2,11,895.77</b>
V	Profit/(Loss) before exceptional items and Tax (III - IV)		9,205.13	8,911.92
VI	Exceptional Items		--	--
VII	Profit/(Loss) before tax (V - VI)		9,205.13	8,911.92
VIII	Tax Expenses			
	(1) Current Tax	27	2,510.49	2,261.68
	(2) Deferred Tax		(2.13)	17.84
IX	Profit/(Loss) for the period from continuing operations (VII - VIII)		6,696.77	6,632.40
X	Profit/(Loss) for the discontinued operations		--	--
XI	Tax Expenses of discontinued operations		--	--
XII	Profit/(Loss) for the discontinued operations after tax (X - XI)		--	--
XIII	Profit/(Loss) for the period (IX - XII)		6,696.77	6,632.40
XIV	Other Comprehensive Income			--
XV	Earnings per equity share (for continuing operations)			
	(1) Basic		Rs.1.30	Rs.1.29
	(2) Diluted		Rs.1.30	Rs.1.29

Summary of Significant Accounting Policies

1

**For UMAMAHESWARA RAO & CO.,  
Chartered Accountants  
Firm Regn. No.004453S**

For and on behalf of the Board

**C.BHAGAVANTHA RAO    C.NEELIMA  
CHAIRMAN, CFO            MANAGING DIRECTOR  
(DIN : 00218713)            (DIN : 02737481)**

**(CA. HSY SARMA)**

**VIJAYAWADA**

**Partner**

**A.RAMESH**

**COMPANY SECRETARY(M.NO.A42943)**

**25<sup>th</sup> May, 2024**

**ICAI Membership No.234083**

**INCAP LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**
**(Amount in 000's)**

Particulars	For the year ending	
	31st March, 2024	31st March, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit After tax and extraordinary items</b>	<b>6,084.10</b>	<b>6,632.40</b>
<b>Adjustments :-</b>		
Tax Expenses	2,508.36	2,279.53
Depreciation and Amortisation	3,829.22	3,914.40
(Profit)/Loss on sale of Property, Plant & Equip.	(79.33)	(707.35)
Finance Costs	1,735.15	1,835.10
Interest Received	(8,015.42)	(9,468.72)
Unrealised foreign exchange (Gain)/loss	290.73	--
Operating Profit Before Working Capital Changes	6,352.81	4,485.36
Adjustments for working capital changes:		
Decrease/(Increase) in Inventories	(8,617.43)	3,005.50
Decrease/(Increase) in Trade Receivables	(35,659.05)	(10,856.17)
Decrease/(Increase) in Loans and Advances	(20.00)	2,128.71
Decrease/(Increase) in Other Non-Current Assets	283.05	384.18
Decrease/(Increase) in Other Current Assets	2,086.88	(28.09)
Decrease/(Increase) in Other Current Tax Assets	1,136.03	(54.05)
Decrease/(Increase) in Trade payables	(22,165.98)	(8,549.88)
Decrease/(Increase) in Provisions (Current)	25.51	1,053.12
Decrease/(Increase) in Current Liabilities	(1,525.39)	270.61
<b>A ADJUSTMENTS IN WORKING CAPITAL</b>	<b>(64,456.38)</b>	<b>(12,646.07)</b>
Cash Generated from Operations	(58,103.57)	(8,160.71)
Income Tax paid / provided	(2,510.49)	(2,261.68)
<b>Net Cash from Operation Activities (A)</b>	<b>(60,614.06)</b>	<b>(10,422.39)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed assets	(1,517.99)	(5,781.11)
Investment in Company	--	(2,140.92)
Sales of Fixed Assets	186.58	766.76
Interest Received	8,015.42	9,468.72
<b>Net Cash used in Investing Activities (B)</b>	<b>6,684.01</b>	<b>2,313.45</b>

Particulars	For the year ending	
	31st March, 2024	31st March, 2023
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Availment / (Repayment) of Borrowings	15,567.19	(6,809.61)
Proposed Dividend	(5,133.20)	(5,133.20)
Tax on Dividend	--	--
Interest paid on Borrowings	(1,735.15)	(1,835.11)
Net Cash used in Financing Activities (C)	<b>8,698.84</b>	<b>(13,777.92)</b>
<b>D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(45,231.21)	(21,886.86)
<b>Cash and Cash Equivalents at the beginning of the period</b>	1,26,548.95	1,48,435.81
<b>Cash and Cash Equivalents at the end of the period</b>	81,317.74	1,26,548.95
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(45,231.21)</b>	<b>(21,886.86)</b>
<b>Cash on hand</b>	21.70	31.90
<b>Balances held with banks</b>	81,296.04	1,26,517.05
<b>Cash and cash equivalents as restated</b>	<b>81,317.74</b>	<b>1,26,548.95</b>

This is the Cash flow statement referred to in our report of even date.

For **UMAMAHESWARA RAO & CO.,**  
Chartered Accountants  
Firm Regn. No.004453S

(**CA. HSY SARMA**)  
Partner  
ICAI Membership No.234083

**VIJAYAWADA**  
25<sup>th</sup> May, 2024

For and on behalf of the Board

**C.BHAGAVANTHA RAO**      **C.NEELIMA**  
**CHAIRMAN, CFO**              **MANAGING DIRECTOR**  
(DIN : 00218713)              (DIN : 02737481)

**A.RAMESH**  
**COMPANY SECRETARY(M.NO.A42943)**

**Statement of Changes in Equity for year ended 31st March, 2024**  
**A. Equity Share Capital**

Particulars	No. of Shares	Amount (Rs.)
Balance as at 1st April, 2023	6000000	60,000,000
Changes in equity Share Capital during 2022-2023		
Balance as at 31st March, 2024	6000000	60,000,000

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Capital Reserve	Share Premium	Other Reserves (General Reserve)	Retained Earnings	Equity Instruments through Other Comprehensive Income	Actuarial Gains / Losses reserve	
Balance at the end of the reporting period 31.03.2023	3382.00	2240.00	15431.04	88455.36			107809.90
Profit for the period				6696.76			6696.76
Other Comprehensive Income				-			--
Total Comprehensive for the year				95152.12			114506.66
Transfer from/to General Reserve				-			-
Final Dividends				(5133.20)			(5133.20)
Dividend Distribution tax				-			-
Balance at the end of reporting period 31.03.2024	3382.00	2240.00	15431.04	90018.92			109373.46

**Financial Instruments**
**a) Management of market risk**

i) Commercial risk, ii) Fair Value, iii) Interest rate risk, iv) Foreign exchange risk

The above risks may affect income and expenses, or the value of its financial instruments of the company. The objective of the Management of the company for market risk is to maintain this risk within acceptable parameters, while optimising returns. The company exposure to, and the Management of, these risks is explained below:

**Commerical risk**

(Amount in 000's.)

Sale price risk	Particulars Impact on profit			
	2023-2024		2022-2023	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Product Name				
Capacitors	7585.97	-7585.97	7768.45	-7768.45
Traded Goods --	--	413.99	-413.99	
Other operating Income	719.76	-719.76	2347.06	-2347.06
Export Sales	1376.65	-1376.65	--	--

**Raw Material price risk**

Particulars	Impact on profit			
	2023-2024		2022-2023	
	Increase by 5%	Decrease by 5%	Increase by 5%	Decrease by 5%
Product Name				
<b>Semi Finished Capacitors</b>	<b>3775.18</b>	<b>-3775.18</b>	<b>-3833.53</b>	<b>3833.53</b>
<b>Anode Foil</b>	<b>848.63</b>	<b>-848.63</b>	<b>-1017.36</b>	<b>1017.36</b>
<b>Cathode Foil</b>	<b>126.74</b>	<b>-126.74</b>	<b>-75.87</b>	<b>75.87</b>
<b>Tissue Paper</b>	<b>133.26</b>	<b>-133.26</b>	<b>-87.26</b>	<b>87.26</b>
<b>Others</b>	<b>521.05</b>	<b>-521.05</b>	<b>-534.50</b>	<b>534.50</b>

**Foreign exchange risk**

- \* Foreign exchange risks arises from future commercial import transactions and recongnised financial liabilities denominated in currency that is not the functiional currency (INR) of the company.
  - \* The company has exposure arising out of import transactions other than functional risks.
  - \* Tabular form showing foreign exchange risk exposure item wise (if any).
  - \* The company has exposure arising out of export and import transactions other than functional risks.
- Sensitivity analysis

Particulars	Impact in Profit and loss statement			
	2023-2024		2022-2023	
	Increase by Rs.1	Decrease by Rs.1	Increase by Rs.1	Decrease by Rs.1
<b>Liabilities</b>				
<b>USD sensivity</b>	<b>729.50</b>	<b>729.50</b>	<b>631.09</b>	<b>631.09</b>
<b>Total</b>	<b>729.50</b>	<b>729.50</b>	<b>631.09</b>	<b>631.09</b>

**1. Company overview and significant accounting policies****1.1. Company overview**

The INCAP Limited (“the company”) a public limited company incorporated and domiciled in India and has its registered office at Vijayawada. The securities of the company were listed in Bombay Stock Exchange Limited. The Company is engaged in the business of manufacture and sale of aluminium electrolytic capacitors. The financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorize for issue on 25<sup>th</sup> May, 2024.

**1.2. Basis for preparation of financial statements**

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards ) Rules, 2015 and Companies (Indian Accounting Standards ) Amendment Rules, 2016 and guidelines issued by the Securities and Exchange Board of India (SEBI).

Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006, Companies (Accounting Standards) Amendment Rules, 2016 and the relevant provisions of Companies Act, 2013. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. The company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 'First time adoption of Indian Accounting Standards'. The transition was carried out from Indian Accounting principles generally accepted in India, as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized.

The financial statement has been prepared on the historical cost convention under accrual basis of accounting. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

**I. USE OF ESTIMATES**

The preparation of financial statements in conformity with the IND AS requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. The management believes that these estimates and assumptions are reasonable and prudent. However, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future period. The application of Accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below.

- ✿ Defined benefit obligation.
- ✿ Estimation of useful life of Property, Plant and Equipment.
- ✿ Estimation and evaluation of provisions and contingencies relating to tax litigations.

**II. REVENUE RECOGNITION**

Revenue is measured at the fair value of the consideration received or receivable and net of returns, trade allowances rebates and amounts collected on behalf of third parties. It excludes Value Added Tax, Sales Tax, Service tax and Goods and Services Tax (GST).

- a) Sales and service earnings are inclusive of freight, insurance etc. recovered thereon.

- b) Other Income: Revenue in respect of other income are recognised when there is a reasonable certainty as to its realisation.

### III. BORROWING COST

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of that asset. Qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are charged to revenue in the period in which they are incurred.

### IV. EMPLOYEE BENEFITS

Employee benefits include provident fund, employee state insurance scheme, and gratuity fund.

#### a) **Defined Contribution Plans:**

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### b) **Defined Benefit Plans:**

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- ✱ Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- ✱ Net interest expense or income and
- ✱ Re-measurement.

#### c) **Provident fund and Employees' state insurance scheme:**

Eligible employees of the INCAP Limited receive benefits from a provident fund and employees' state insurance scheme which is a defined benefit plan. Both the eligible employee and the company make monthly contributions to the provident fund and employees' state insurance equal to a specified percentage of the covered employee's salary.

### V. PROPERTY, PLANT AND EQUIPMENT

#### TANGIBLE FIXED ASSETS

- a) Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses

and borrowings costs attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use and initial estimate of cost of decommissioning, dismantling and removing the item & restoring the site on which it is located . Freehold land is not depreciated.

- b) Construction Period Expenses on Projects: All identifiable revenue expenses including interest on term loans incurred in respect of various projects/ expansions are allocated to capital cost of respective assets/ capital work in progress.
- c) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.
- d) Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives.
- e) The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.
- f) Fixed assets retired from active use and held for disposal are stated at the lower of their net book value and net realisable value and are disclosed separately under “Other Current Assets”.
- g) Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Capital work-in-progress”. Advances given towards acquisition / construction of fixed assets outstanding at each Balance Sheet date are disclosed as Capital Advances under “Other Non-Current Assets”.

### **DEPRECIATION**

Depreciation is provided in accordance with the useful life as prescribed under Part C of Schedule II to the Companies Act, 2013 as follows:-

Buildings - 60 years; Computer Software - 3 Years; Data Processing Equipment - 3 Years; Electrical Installation - 15 Years; Furniture and Fixtures - 10 Years; Lab Equipment - 15 Years; Office Equipment - 15 Years; Plant and Machinery - 25 Years; Roads and Culverts - 10 Years; Vehicles - 8 Years.

In respect of all the assets, the company is following straight line method of depreciation.

### **VI. IMPAIRMENT**

- a. Non-financial assets i.e. Property, plant & equipment:

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount in the statement of Profit and loss. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. An impairment loss is reversed in the Statement of Profit and loss if there has been a change in the estimates used to determine the recoverable amount. Non-Financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of the each reporting period.

### **VII. FINANCIAL INSTRUMENTS**

- a. Initial Recognition:

The company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instruments. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are directly measured at transaction price. Transaction costs that are



directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

**b. Subsequent Recognition:**

*Financial assets carried at amortized cost*

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset gives rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

*Financial assets at fair value through other comprehensive income*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial asset and contractual terms of the financial asset give rise on specified dates to cash flows that solely payments of principal and interest on the principal amount outstanding.

*Financial assets at fair value through profit or loss*

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

Financial liabilities:

Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognised in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables measuring within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**De-recognition of financial assets and liabilities:**

Financial assets:

A financial asset shall be derecognised when, and only when

- ✱ the contractual rights to the cash flows from the financial asset expire, or
- ✱ it transfer the financial asset and the transfer qualifies for de-recognition.

On de-recognition of a financial asset in it's entirely, the difference between the carrying amount and the consideration received shall be recognised in profit or loss.

Financial Liabilities:

A financial liability shall be derecognised when, and only when, obligation specified in the contract is discharged or cancelled or expires. The difference between the carrying amount of a financial liability extinguished or transferred and consideration paid should be recognised in profit or loss.

**VIII. INVENTORIES**

Inventories are valued at the lower of cost and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where considered necessary. The cost comprises cost of purchase, cost of conversion and other costs including appropriate production overheads in the case of finished goods and work-in-progress, incurred in bringing such inventories to their present location and condition. Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The

cost (net of taxes subsequently recoverable from tax authorities) of raw materials, stores & spares and traded goods is determined on first in first out method.

#### IX. CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. Cash or cash equivalent is treated as current, unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. In respect of other assets, it is treated as current when it is: expected to be realized or intended to be sold or consumed in the normal operating cycle held primarily for the purpose of trading and expected to be realized within twelve months after the reporting period.

- a) All other assets are classified as non-current.
- b) A liability is treated as current when:
  - ✱ it is expected to be settled in the normal operating cycle it is held primarily for the purpose of trading
  - ✱ it is due to be settled within twelve months after the reporting period, or
  - ✱ there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- c) All other liabilities are classified as non-current.
- d) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### X. CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions/banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### XI. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

#### XII. FOREIGN EXCHANGE TRANSACTIONS

Functional Currency of the company is Indian Rupee. These financial statements are presented in Indian Rupees.

##### **Transactions and translations:**

Transactions in foreign currency are initially accounted at the exchange rate prevailing on the date of the transaction and adjusted appropriately with the difference in the rate of exchange arising on actual receipt/payment during the year in determining net profit for the period.

- ✱ Foreign currency denominated monetary assets/ liabilities- are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the statement of profit and loss.

- \* Foreign currency denominated non-monetary assets/ non-liabilities are translated at the exchange rate prevalent at the date of the transaction.
- \* Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

### XIII. TAXES ON INCOME

Tax expense comprises of current and deferred taxes. The income tax expense (income) for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

- a) The current income tax is the amount of income taxes payable in respect of the taxable profit (tax loss) for a period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities
- b) Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

### XIV. EARNING PER SHARE

The company's Basic EPS is calculated by dividing profit or loss from continuing operations attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the period as per IND AS-33, Earnings per Share.

The diluted EPS of an entity is calculated on the same basis as basic EPS, after adjusting for the effects of dilutive potential ordinary shares unless the effect of the potential dilutive equity shares is anti-dilutive.

**XV. PROVISIONS/ CONTINGENT LIABILITIES AND ASSETS****Provision:**

A provision is recorded when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated. The estimated liability for product warranties is recorded when products are sold based on technical evaluation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are discounted when time value of money is material. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

**Contingent liabilities:**

Wherever there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

**Contingent assets:**

Wherever there is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed when the inflow of economic benefit is probable.

**XVIII) SEGMENT REPORTING:**

The Company is primarily engaged in the business of manufacturing aluminium electrolytic capacitors. Since, the nature of the activities is governed by the same nature of risks, these are grouped as single segment.

Note to Financial Statements for the year ended March, 31, 2024  
 Note : 2 (a) Property, Plant and Equipment

(Amount in 000's)

Particulars	Land	Roads & C/verts	Buildings	Plant & Mach	Electrical Instal.	Lab Equip.	Office Equip.	Furniture & Fixt.	Vehicles	Data Proc.	Total
<b>A. Gross Carrying Amount (At Cost)</b>											
As at April 01, 2022	1262	1397	23174	92707	8431	2195	2480	6074	21709	3369	162798
Additions	-	-	-	5674	-	-	41	-	-	66	5781
Deletions	-	-	-	132	-	-	22	-	4042	-	4196
As at March 31, 2023	1262	1397	23174	98249	8431	2195	2499	6074	17667	3435	164383
Additions	-	-	-	1483	-	-	35	-	-	-	1518
Deletions	-	-	-	3147	48	175	932	-	352	180	4834
As at March 31, 2024	1262	1397	23174	96585	8383	2020	1602	6074	17315	3255	161067
<b>B. Accumulated Depreciation</b>											
As at April 01, 2022	-	1164	10467	84138	6331	1902	1690	4297	14534	3349	127872
For the year ended	-	80	279	482	358	85	106	487	2009	29	3916
Deletions	-	-	-	132	-	-	11	-	3994	-	4137
As at March 31, 2023	-	1244	10746	84488	6689	1987	1785	4785	12549	3378	127650
For the year ended	-	80	279	724	335	67	106	487	1729	22	3829
Deletions	-	-	-	3145	48	173	879	-	301	180	4727
As at March 31, 2024	-	1324	11025	82067	6976	1881	1012	5272	13977	3220	126753
<b>C. Net Carrying amount (A-B)</b>											
As at March 31, 2024	1262	73	12149	14518	1407	139	590	802	3338	35	34314
As at March 31, 2023	1262	153	12428	13761	1743	208	715	1290	5117	57	36733

Note : 2 (b) Intangible Assets

(Amount in 000's)

Particulars	Goodwill	Software
<b>A. Gross Carrying Amount (At Cost)</b>		
As at April 01, 2022	9996	2000
Additions	-	-
Deletions	-	-
As at March 31, 2023	9996	2000
Additions	-	-
Deletions	-	-
As at March 31, 2024	9996	2000
<b>B. Accumulated Depreciation</b>		
As at April 01, 2022	9996	2000
For the year ended	-	-
Deletions	-	-
As at March 31, 2023	9996	2000
For the year ended	-	-
Deletions	-	-
As at March 31, 2024	9996	2000
<b>C. Net Carrying amount (A-B)</b>		
As at March 31, 2024	-	-
As at March 31, 2023	-	-

Note : 3 Financial Assets - Investments

Particulars	31st March, 2024	31st March, 2023
<b>Investments</b>		
(Investment in M/s.Liquinox Gases Pvt. Ltd. of 20,00,000 Equity shares of Rs.10/- each)	20,000.00	20,000.00
(Investment in M/s.VSF Projects Ltd. of 47,576 Equity shares of Rs.45/- each)	2,140.92	2,140.92
	22,140.92	22,140.92

Note : 4 Financial Assets - Loans

Particulars	31st March, 2024	31st March, 2023
<b>Loans</b>	183.00	163.00
	183.00	163.00

Note : 5 Other Non Current Assets

Particulars	31st March, 2024	31st March, 2023
IDBI Bank Dividend Accounts	887.45	1,030.03
Margin Money Deposit	-	203.00
Stores and Spares	138.86	76.33
	1026.31	1,309.36

Note : 6 Inventories

(Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
Raw Materials	12,300.99	11,506.27
Finished Goods	9,323.00	6,877.61
Work in Progress	879.61	1,676.84
Traded Goods	6174.54	--
	28,678.14	20,060.72

Note : 7 Trade Receivables

Particulars	31st March, 2024	31st March, 2023
Sundry Debtors	98,117.09	62,206.82
	98,117.09	62,206.82

Particulars	< 6 Months	< 6 Months 1Years	1- 2 Years	2 - 3 Years	More than 3 years	Total
<b>Fy 2023-2024</b>						
i) Undisputed						
Considered Good	25,825.85	43,237.73	20,891.47	8,162.04	--	98,117.09
Considered doubtful						
ii) Disputed						
Considered Good						
Considered doubtful						
<b>Total</b>	25,825.85	43,237.73	20,891.47	8,162.04	--	98,117.09
<b>Fy 2022-2023</b>						
i) Undisputed						
Considered Good	43,643.06	10,401.72	8,162.04	--	--	62,206.82
Considered doubtful						
ii) Disputed						
Considered Good						
Considered doubtful						
<b>Total</b>	43,643.06	10,401.72	8,162.04	--	--	62,206.82

Note : 8 Cash and Cash equivalents

Particulars	31st March, 2024	31st March, 2023
Cash on Hand	21.70	31.90
Term Deposits	--	37,500.00
Other Deposits	775.70	841.70
Bank OD (Debit Balance)	80,500.63	87,951.37
Bank Balances	19.71	223.98
	81,317.74	1,26,548.95

Note : 9 Current Tax Assets (Net)

(Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
TDS Receivable / Advance Tax	3,098.98	4,038.59
Less : Provision for Tax	(2,510.49)	(2,314.07)
	588.49	1,724.52

Note : 10 Other Current Assets

Particulars	31st March, 2024	31st March, 2023
Advances - Receivables	255.16	87.30
Advances - (Suppliers)	5,000.00	8,927.61
Others	2,692.71	1,019.84
	7,947.87	10,034.75

Note : 11 Equity Share Capital

Particulars	31st March, 2024	31st March, 2023
Authorised Capital		
60,00,000 Equity Shares of Rs.10/- each	60,000.00	60,000.00
Issued Capital		
60,00,000 Equity Shares of Rs.10/- each	60,000.00	60,000.00
Subscribed Capital		
56,49,600 Equity Shares of Rs.10/- each	56,496.00	56,496.00
Paid up Capital		
51,33,200 Equity Shares of Rs.10/- each	51,332.00	51,332.00
	51,332.00	51,332.00

Details of Shareholders holding more than 5% share in the company

Name of the Shareholder	%	Shares	%	Shares
Sri C.Bhagavantha Rao	21.75	1116626	21.53	1105157
Smt C.Neelima	24.15	1239523	24.15	1239523
Smt P.Himabindu	12.63	648399	12.63	648399
Sri G.Ramesh	08.77	450000	08.77	450000
Smt C.Lalitha Kumari	07.19	369045	07.19	369045

Details of changes in promoters shareholding

Particulars	2023-2024			2022-2023		
	No. of Shares	% of Shares	% change during the year	No. of Shares	% of Shares	% change during the year
Sri C.Bhagavantha Rao	1116626	21.75%	1.04%	1105157	21.53%	0.87%
Smt. C.Neelima	1239523	24.15%	0.00%	1239523	24.15%	0.00%
Smt. P.Himabindu	648399	12.63%	0.00%	648399	12.63%	0.00%
Smt. C.Lalitha Kumari	369045	7.19%	0.00%	369045	7.19%	0.00%
Sri P.Ram Rao	60933	1.19%	0.00%	60933	1.19%	0.00%



Note : 12 Other Equity

(Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
Capital Reserve	3,382.00	3,382.00
Actuarial Gain / Loss reserve	-1,698.60	-1,085.93
General Reserve	15,431.04	15,431.04
Share Premium	2,240.00	2,240.00
Surplus in Profit & Loss Account		
Balance brought forward from previous year	88,455.36	86,956.16
Add : Profit for the period	6,696.77	6,632.40
	95,152.13	93,588.56
Less : Proposed Dividend	5,133.20	5,133.20
	90,018.93	88,455.36
	1,09,373.37	1,08,422.47

Note : 13 Non-current Liabilities Borrowings

Particulars	31st March, 2024	31st March, 2023
GECL Loan	3,650.17	5,083.33
	3,650.17	5,083.33

Note : 14 Deferred Tax

Particulars	31st March, 2024	31st March, 2023
Fixed Assets : Difference between tax depreciation and depreciation/amortisation charged for the financial reporting	2,840.69	2,842.82
	2,840.69	2,842.82

Note : 15 Current Borrowings

Particulars	31st March, 2024	31st March, 2023
Loans Repayable on Demand	21,700.00	--
Current Maturities of Long term liabilities	2,166.67	6,866.33
	23,866.67	6,866.33

Note : 16 Trade Payable

Particulars	31st March, 2024	31st March, 2023
Sundry Creditors	69,399.56	91,023.60
	69,399.56	91,023.60

(Amount in 000's)

Particulars	Less than 6 months	< 6 Months 1Years	1- 2 Years	2 - 3 Years	More than 3 years	Total
<b>Fy 2023-2024</b>						
i) MSME						
ii) others	25190.24	20.71	860.32	3676.82	39651.47	69399.56
iii) Disputed dues - MSME						
iv) Disputed dues - others						
<b>Total</b>	<b>25190.24</b>	<b>20.71</b>	<b>860.32</b>	<b>3676.82</b>	<b>39651.47</b>	<b>69399.56</b>
<b>Fy 2022-2023</b>						
i) MSME						
ii) others	16483.86	860.32	3676.82	2728.85	67273.75	91023.60
iii) Disputed dues - MSME						
iv) Disputed dues - others						
<b>Total</b>	<b>16483.86</b>	<b>860.32</b>	<b>3676.82</b>	<b>2728.85</b>	<b>67273.75</b>	<b>91023.60</b>

Note : 17 Other Current Liabilities

Particulars	31st March, 2024	31st March, 2023
Liabilities for Expenses	9,680.20	11,097.13
Advances from Customers	151.76	260.22
	<b>9,831.96</b>	<b>11,357.35</b>

Note : 18 Provisions

Particulars	31st March, 2024	31st March, 2023
Provision for Gratuity	3,944.76	2,921.66
GST payable	75.32	1,072.91
	<b>4,020.08</b>	<b>3,994.57</b>

Note : 19 Revenue from operations

Particulars	31st March, 2024	31st March, 2023
Sale of Products	1,51,719.39	1,55,369.07
Traded Goods	27,532.89	8,279.81
Other operating Income	14,395.22	46,941.12
	<b>1,93,647.50</b>	<b>2,10,590.00</b>

Note : 20 Other Income

Particulars	31st March, 2024	31st March, 2023
Interest Income	8,015.42	9,468.72
Profit on sale of Assets	131.00	722.38
Scrap sales	4.61	5.36
Other Receipts	47.18	21.23
Export Incentive	347.02	--
Exchange variance	236.25	--
	<b>8,781.48</b>	<b>10,217.69</b>

Note : 21 Cost of material consumed

(Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
Opening Stock	11,469.15	10,733.92
Add : Purchases	1,08,886.38	1,11,705.75
	1,20,355.53	1,22,439.67
Less : Closing Stock	12,258.18	11,469.15
	1,08,097.35	1,10,970.52

Details of Raw Material consumed

Particulars	31st March, 2024	31st March, 2023
Semi Finished Capacitors	75,503.68	76,670.69
Anode Foil	16,972.69	20,347.19
Cathode Foil	2,534.86	1,517.39
Tissue Paper	2,665.17	1,745.29
Others	10,420.95	10,689.96
	1,08,097.35	1,10,970.52

Note : 22 Change in Inventories

Particulars	31st March, 2024	31st March, 2023
Opening Stock		
Stock-in-Trade	--	--
Finished Goods	6,877.61	10,806.09
Work-in-progress	1,676.84	1,463.68
	8,554.45	12,269.77
Closing Stock		
Stock-in-Trade	6,174.54	--
Finished Goods	9,323.00	6,877.61
Work-in-progress	879.61	1,676.84
	16,377.15	8,554.45
	-7,822.70	3,715.32

Note : 23 Employment Benefit Expenses

Particulars	31st March, 2024	31st March, 2023
Salaries	16,480.61	16,324.07
Bonus, PF & ESIC	2,105.61	2,117.59
Exgratia	428.47	249.39
Workmen & Staff Welfare Expenses	508.66	407.44
	19,523.35	19,098.49

**Note : 24 Financial Cost**

(Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
Interest Expenses	1,735.15	1,835.11
	1,735.15	1,835.11

**Note : 25 Depreciation & Amortised Cost**

Particulars	31st March, 2024	31st March, 2023
Depreciation	3,829.22	3,914.40
	3,829.22	3,914.40

**Note : 26 Other Administrative Expenses**

Particulars	31st March, 2024	31st March, 2023
Bank Charges	271.84	252.61
Insurance	1,093.61	1,594.30
Power and Fuel	3,204.79	2,764.26
Repairs and Maintenance	726.85	962.71
Freight Inward	81.89	83.29
Taxes & Licences	1,891.04	2,514.80
Rent	426.04	549.60
Telephone Charges	192.63	254.82
Directors Remuneration	4,542.58	4,538.72
Auditors Fees	125.00	100.00
Exchange Variance	290.73	2900.58
Directors Travelling Expenses	1,265.63	907.59
Travelling Expenses	3,669.11	2,542.09
Donations	400.00	10.00
Vehicle Maintenance	1,864.14	1,771.48
Advertisement Charges	532.89	7.70
Business Promotion Expenses	319.14	444.21
Commission on Sales	120.00	320.00
Consumption of packing material	870.94	929.66
Freight outward	1,314.84	1,194.19
Other selling expenses	91.65	5.53
Contract work expenses	10,942.87	36,959.50
Other expenses	4,637.73	5,022.42
	38,875.94	66,630.06

**Note : 27 Current Tax**

Particulars	31st March, 2024	31st March, 2023
Current Tax	2,510.49	2,261.68
	2,510.49	2,261.68

**Note: 28 - Disclosures as per Schedule III - General Instructions for preparation of Balance Sheet and Statement of Profit and Loss revised on 24.03.2021: -**

**A. Title deeds of Immovable Property not held in name of the Company:**

The company does not hold any immovable property whose title deeds are not held in it's name. The title deeds of all immovable properties are held in the name of the Company and no immovable property is jointly held with others.

**B. Revaluation of Property, Plant and Equipment:**

The Company has not revalued any of its 'Property, Plant and Equipment' either during the current year or in the previous year.

**C. Loans or Advances - Additional Disclosures:**

The company does not have any Loans or Advances in the nature of Loans granted to the promoters, directors, key managerial persons and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

**D. Capital Work in Progress - (CWIP): - CWIP aging schedule**

The Company does not have any Capital work in progress during the year 2023-24 and also during the previous year 2022-23

CWIP	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	3 > Years	
<b>Projects in progress</b>	--	--	--	--	--
<i>Previous year</i>	--	--	--	--	--
<b>Projects temporarily suspended</b>	--	--	--	--	--
<i>Previous year</i>	--	--	--	--	--

There are no capital work in progress to the company during the current year. And the capital work in progress in the previous year was neither actively suspended nor the completion is overdue or has exceeded its cost compared to its original plan.

**E. Intangible assets under development:**

There are no intangible assets under development to the company during the current year or in the previous year.

**F. Security of current assets against borrowings:**

The company has not availed working capital loans from the bank against the first charge of the Stocks & Receivable and against the security of the immovables property of its related parties along with third party guarantees.

**G. Details of Benami Property held:**

The Company doesn't hold any Benami Properties and no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

**H. Wilful Defaulter:**

The Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

**I. Relationship with struck off companies:**

The Company has no transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

**J. Registration of charges or satisfaction with Registrar of Companies:**

There is no delay in registering charges or satisfaction of charges with Registrar of Companies beyond the statutory period and there are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

**K. Compliance with number of layers of companies:**

The Company doesn't have any subsidiary and hence compliance with Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 regarding number of layers doesn't arise.

**L. Compliance with approved Scheme(s) of Arrangements:**

The Company has neither applied for nor is in the process of applying for any Scheme of Arrangements by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

**M. Utilisation of Borrowed funds and share premium:**

The company has neither advanced nor loaned nor invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**N. Undisclosed Income**

The company does not have any transaction that are not recorded in the books. The company has not surrendered or disclosed any income during the financial year 2022-23 and in previous year 2021-22 in tax assessments under the Income Tax Act, 1961 and there are no previously unrecorded income and the related assets during the year or in the previous year.

**P. Corporate Social Responsibility:**

The company is not covered under section 135 of Companies Act, 2013. Hence, the requirement laid down under section 135 of the Companies Act, 2013 for corporate social responsibility is not applicable to the company.

**Q. Details of crypto currency or virtual currency:**

The company has not traded or invested in crypto currency or virtual currency during the financial year.

**Note No.29**

(Amount in 000's)

**a) Current Ratio - (Current Assets / Current Liabilities)**

Particulars	31st March, 2024	31st March, 2023
Current Assets	2,16,649.34	2,20,575.77
Current Liabilities	1,07,118.27	1,13,241.85
Ratio	2.02	1.95
% change over previous Year	3.83%	0.73%

**b) Debt Equity Ratio - (Non-current Borrowings + Current Borrowings) / Total Equity**

Particulars	31st March, 2024	31st March, 2023
Non-current Borrowings + Current Borrowing	27,516.85	11,949.66
Total Equity	1,60,705.37	1,59,754.47
Ratio	0.17	0.07
% change over previous Year	128.91%	-36.90%

**c) Debt Service Coverage Ratio**

**( Profit after Tax + Finance Cost in P&L + Depreciation / Finance Cost (P&L + Capitalised)+Lease & Principal Repayment (Long Term)**

Particulars	31st March, 2024	31st March, 2023
Profit after Tax + Finance Cost in P&L + Depreciation	12,261.14	12,381.91
Finance Cost (P&L + Capitalised)+Lease & Principal Repayment (Long Term)	1,735.15	9,566.60
Ratio	7.07	1.29
% change over previous Year	445.96%	-7.06%

**d) Return on Equity Ratio = ROE = (Net Earnings / Shareholders' Equity ) x 100**

Particulars	31st March, 2024	31st March, 2023
Net Earnings	6,696.76	6,632.40
Shareholder' Equity	1,60,705.37	1,59,754.47
Ratio	4.17	4.15
% change over previous Year	0.37%	-18.13%

**e) Inventory turnover ratio - Cost of goods sold divided by Closing Inventory**

Particulars	31st March, 2024	31st March, 2023
Cost of Goods Sold	1,29,260.18	1,20,417.71
Closing Inventory	28,635.33	20,023.61
Ratio	4.51	6.01
% change over previous Year	24.94%	10.66%

**f) Trade Receivables turnover ratio - Sales (net of discounts)/ Trade Receivables** (Amount in 000's)

Particulars	31st March, 2024	31st March, 2023
Sales (net of discounts)	1,93,647.50	2,10,590.00
Trade Receivables	98,117.09	62,206.82
Ratio	1.97	3.39
% change over previous Year	-41.70%	-24.94%

**g) Trade payables turnover ratio - (Cost of Raw Materials / Average Trade payables)**

Particulars	31st March, 2024	31st March, 2023
Cost of Raw Materials Purchases	1,08,886.38	1,11,705.75
Trade payables	69,399.56	91,023.60
Ratio	1.57	1.23
% change over previous Year	27.85%	21.55%

**h) Net Capital turnover ratio - Net annual sales / Working Capital**

Particulars	31st March, 2024	31st March, 2023
Net annual sales	1,93,647.50	2,10,590.00
Working Capital (Current Assets - Current Liabilities) the working capital is calculated by subtracting a company's current liabilities from its current assets.	1,09,531.07	1,07,333.91
Ratio	1.77	1.96
% change over previous Year	-9.89%	-4.06%

**i) Net Profit ratio - ( Net profit after tax / Net sales ) x 100**

Particulars	31st March, 2024	31st March, 2023
Net profit after tax	6,696.76	6,632.40
Net sales	1,93,647.50	2,10,590.00
Ratio	3.46	3.15
% change over previous Year	9.80%	-9.11%

**j) Return on Capital employed - EBIT divided by Capital employed ( Total Assets - Total Liabilities)**

Particulars	31st March, 2024	31st March, 2023
Earning before interest and taxes (EBIT)	10,940.27	10,747.03
Capital Employed	1,60,705.37	1,59,754.47
Ratio	6.81	6.73
% change over previous Year	1.20%	-19.22%



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members  
**INCAP LIMITED**  
**Reg. Office:**  
**1-58, Nidamanuru, Vijayawada**  
**NTR Dist., Andhra Pradesh – 521104.**  
**CIN: L32101AP1990PLC011311**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by INCAP Limited (hereafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

The compliance of the provisions of all laws, regulations, and standards applicable to INCAP Limited "the Company" is the responsibility of the management of the company. My examination was limited to the verification of the records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

Maintenance of the Secretarial and other record of applicable laws is the responsibility of the management of the Company. My responsibility is to issue the Secretarial Audit Report based on the audit of the relevant records maintained and furnished to me by the Company along with explanations where so required.

I have followed the audit practices and process as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in the secretarial and other records produced to me. I believe that the process and practices I have followed provide a reasonable basis for my opinion for the purpose of issue of the secretarial audit report.

I have not verified the correctness and appropriateness of the financial records and books of accounts of the Company. Wherever required I have obtained the management representation about the compliance of the laws, rules and regulations and major events during the audit period.

The Secretarial Audit Report is neither as assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on the verification of the Company's books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit and as per the explanations given and representations made by the management, I hereby report that in my opinion, the company has during the audit period covering the financial year ended 31st March, 2024 generally 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 here under.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the company for the financial year ended 31st March, 2024 according to the provisions of

- i. The Companies Act, 2013.
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under.
- iii. The Depositories Act, 1956 and Regulations and bye law frames there under.
- iv. Foreign exchange Management Act, 1999 and the rules and regulations there under to the extent of foreign direct investment, overseas Direct Investment , overseas direct investment and external commercial borrowings.
- v. The following regulations and guidelines prescribed under the securities exchange board of india (SEBI) Act, 1992.
  - a) The Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011.
  - b) The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations 2015.
  - c) The Securities Board of India (Issue of Capital and Disclosure Requirements) 2008 as amended from time to time.
- vi. Listing Agreement entered by the company with the BSE Limited.
- vii. Securities Exchange Board of India (Listing Obligations and Disclosure Requirments) Regulations 2018.
- viii. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ix. Other laws specifically applicable to the company viz., 1) Labour Laws, 2) Factories Act, 3)PF, ESI Act.

During the period under the review the company has complied with the provisions of the Act, Rules, Regulations , Guidelines and Standard subject. I was informed that during the year under review that the company was not required to maintain any books, papers, minute books or other records or to file any forms /forms /returns according to he provisions of :-

- a) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999.
- b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents ) Regulations 1993 regarding the Companies and dealing with the client.
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009.
- d) The Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998.

I 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 .

Adequate notice is given to all directors to schedule the Board meetings agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaning full participation at the meeting.

All decisions at Board meetings and committee meeting s are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the Board as the case may be in accordance with the powers vested with the RP.

I 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 compliances with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not entered /carried out any activity that has major bearing on the Company's affairs other than

For **AN SARMA & CO.**,  
Practicing Company Secretaries,

**(A.N. SARMA)**

Partner

C.P. No.26617; M.No.4557

**UDIN : F004557F000400251**

**HYDERABAD**  
**20<sup>st</sup> May, 2024**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To**

The Members of INCAP LIMITED  
 # 1-58, Nidamanur, Vijayawada - 521104

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **INCAP LIMITED** having **CIN: L32101AP1990PLC011311** and having registered office at 1-58, Nidamanur, Vijayawada -521104, NTR District, Andhra Pradesh (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	BHAGAVANTHA RAO CHALLAGULLA	0218713	21/05/1990
2.	NEELIMA CHALLAGULLA	2737481	25/07/2009
3.	RAMRAO PATURU	0137511	16/12/1991
4.	HIMABINDU PAMULAPATI	6605646	17/06/2013
5.	RAKESH CHALLAGULLA	07688165	29/01/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **AN SARMA & CO.,**  
 Practicing Company Secretaries,

**HYDERABAD**  
 20<sup>th</sup> May, 2024

**(A.N. SARMA)**  
 Partner  
 C.P. No.26617; M.No.4557  
**UDIN : F004557F000400216**

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INCAP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

To  
INCAP LIMITED  
1-58, Nidamanur,  
Vijayawada – 521104  
Andhra Pradesh

I, A.N. Sarma Practicing Company Secretary has conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Incap Limited (CIN : L32101AP1990PLC011311) hereinafter referred to as the "Listed Entity" having its Registered Office at No.1-58, Nidamanur, Vijayawada - 521104, Andhra Pradesh. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verifacated of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of the secretarial review. I hereby report that the listed entity has during the review period covering the financial year ended 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject tot he reporting made hereunder :

I have examined :

- (a) All the doducments and records made available to me and explanations provided by the listed entity;
- (b) The filings / submissions made by the listed entity to the stock exchange;
- (c) Website of the listed entity;
- (d) Any other document / filing as may be relevant, which has been relied upon to make this report for the financial year ended 31st March, 2024 (review period), in respect of compliance with the provisions of :

a. the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and

b. the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The Specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the review period;**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not Applicable as there was no reportable event during the review period;**

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the review period;**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 - **Not Applicable as there was no reportable event during the review period;**

(f) The Securities and Exchange Board of India (issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as there was no reportable event during the review period;**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued there under; and based on the above examination, I hereby report that, during the review period.

(a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.

(b) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except of matters specified in

S.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	(Regulations/ circulars No.	Deviations	Action taken by	Type of actions (Advisory/ Clarification/ Fin / Show cause notice/ Warning etc.	Details of violation	F i n e Amount	Observations/ Remarks of the parcticing Company Secretary	Management Response	Remarks
-- Nil --										

(c) The listed entity has taken the following actions to comply with the observations made in previous reports - **Not Applicable**

(d) The Listed entity has complied with the provisions of Para 6 of Circular No. CIR/CFD/CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of appointment of Statutory Auditors of Listed Entity.

(e) My affirmations, as required, in terms of the BSE Circular No. 20230316-14 dated March 16, 2023 and amendments therein, are annexed as Annexure - A to the report.

For **AN SARMA & CO.,**  
Practicing Company Secretaries,

**(A.N. SARMA)**

Partner

C.P. No.7812; M.No.4557

**UDIN : F004557F000400238**

**HYDERABAD**  
**20<sup>st</sup> May, 2024**

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INCAP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024  
ANNEXURE - A**

I hereby report that during the review period, the compliance status of the listed entity is as given hereunder:

S.No.	Regulation	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS*
1.	<b>Secretarial Standards :</b> The Compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	--
2.	<b>Adoption and timely updation of the Policies :</b>		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	--
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	--
3.	<b>Maintenance and disclosures on Website :</b>		
(a)	The Listed entity is maintaining a functional websites	YES	--
(b)	Timely dissemination of the documents / information under a separate section on the website	YES	--
(c)	Web-links provided in annual corporate governance reports under regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.	YES	--
4.	<b>Disqualification of Director :</b> None of the Director of the company are disqualified under Section 164 of Companies Act, 2013	YES	--
5.	<b>Details related to subsidiaries of listed entities :</b>		
(a)	Identification of material subsidiary companies	NIL	--
(b)	Requirements with respect to disclosure of material of as well as other subsidiaries	There is no Sub-sidiary Companies	
6.	<b>Preservation of Documents :</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of preservation of documents and Archival policy prescribed under SEBI LODR Regulations.	YES	--
7.	<b>Performance Evaluation :</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	--

S.No.	Regulation	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS*
8.	<b>Related Party Transaction :</b> (a) The Listed entity has obtained prior approval of Audit committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee.	YES	--
9.	<b>Disclosure of events or information :</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	YES	--
10.	<b>Prohibition of insider Trading :</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider Trading) Regulations, 2015.	YES	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any :</b> No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by stock exchanges (including under the Standard Operating Procedures issued by SEBI Regulations and circulars/guidelines issued thereunder (or) The actions taken against the listed entity/its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	YES	--
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries :</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	--
13.	<b>Additional non-compliances if any :</b> No additional non-compliance observed for any of the SEBI regulation / circular / guidance note etc. except as reported above.	YES	--



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF INCAP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

**Assumptions & Limitation of Scope and Review :**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of the relevant documents and information. This is neither an audit nor an expression of an opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of accounts of the listed entity.
4. The report is solely for the intended purpose of compliances in terms of Reg. 24(A)(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **AN SARMA & CO.**,  
Practicing Company Secretaries,

**(A.N. SARMA)**

Partner

C.P. No.7812; M.No.4557

**UDIN : F004557F000400238**

**HYDERABAD  
20<sup>st</sup> May, 2024**

**ANNEXURE – I**

**CORPORATE GOVERNANCE REPORT**

**COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Corporate Governance refers to the combination of voluntary practices and compliance’s with law and regulators leading to effective control and management of the organization. The fundamental objective of INCAP’s Corporate Governance is “enhancement of the long-term shareholder value at the same time protecting the interests of other shareholder”. Corporate Governance brings into focus the fiduciary and trusteeship role of the Board to align and direct the action of the organization towards creating a wealth and shareholder value.

**1. BOARD OF DIRECTORS :**

**i) Composition:**

The present strength of the Board Directors is 4 and is responsible for the Management of the Company’s business. The functions, responsibility, role and accountability of the Board are well defined. The Board in addition to monitoring corporate performance also carries out functions such as approving the business plan, reviewing and approving the annual budgets and borrowing limits and ensures that your company keeps shareholders informed about plans, strategies and performance. The detail report of the company’s performance is periodically, placed before the Board. The Board consists of 2 Executive Directors and 2 Non-Executive Directors whose details are as follows:

Name of the Director	Category	Attendance Particulars	
		Board Meeting	Last AGM
Sri C.Bhagavantha Rao	Non-Independent Executive	4	Yes
Sri P.Ram Rao	Non-Independent Non-Executive	4	Yes
Smt. C.Neelima	Non-Independent Executive	4	Yes
Smt. P.Himabindu	Non-Independent Non-Executive	4	Yes
Sri. Dr.C.Rakesh	Independent Non-Executive	4	Yes

**ii) Board Meetings and Attendance at Board Meetings :**

a) During 2023-2024, the Board of Directors met 4 times on the following dates:

The relevant details are as under:

S.No.	Date	Board Strength	No. of Directors Present
1	24 <sup>th</sup> May, 2023	5	5
2	29 <sup>st</sup> July, 2023	5	5
3	31 <sup>st</sup> October, 2023	5	5
4	05 <sup>th</sup> February, 2024	5	5

The company places before the Board all those details as required under to the listing regulation. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The company has video conferencing facilities to enable director's participation at board meetings. Detailed agenda notes are sent to the directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The chairman and the managing director appraise the Board on the overall performance of the company at every board meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews performance, approves capital expenditures, sets the strategy the company should follow and ensures financial stability. The Board takes on record the actions taken by the company on all its decisions periodically.

The Board also takes on record the declaration made by the company secretary, chairman and managing director and the chief financial officer regarding compliances of all laws on a quarterly basis.

## **2. AUDIT COMMITTEE:**

### **2.1 Brief description of terms and reference :**

The terms of reference as per LODR Regulations are as follows:

- a) To review the results announcement and the report and accounts at the end of quarter, half year and the full year before submission of the Board, focusing particularly on.
  - i) Any changes in accounting policies and practices.
  - ii) Compliance with accepted accounting standards.
  - iii) Major judgmental decisions etc.
- b) To consider appointment of Statutory Auditors, the Audit Fee, and any matter of resignation and dismissal.
- c) To discuss with the Statutory Auditors, the Audit commences the nature and scope of the Audit.
- d) To review the effectiveness of the system of internal financial controls and discuss the same periodically with the statutory auditors.
- e) To discuss problems and reservations arising from the statutory audit and any matters the statutory auditor may wish to discuss.

f) To consider other topics as may be delegated by the Board from time to time.

Name of the Director	Category
Sri C.Rakesh	Independent Non - Executive
Sri P.Ram Rao	Non-Independent Non-Executive
Smt. P.Hima Bindu	Non-Independent Non-Executive

g) The audit committee comprised of the following directors for the year ended 31st March, 2024. The company undertakes to appoint the independent directors before the closure of the current financial year.

**Meeting during the year:**

During the financial year 2023-2024, the Audit Committee met 4 times on following dates with full strength:

1. 24th May, 2023
2. 29th July, 2023
3. 31st October, 2023
5. 05th February, 2024

**3. NOMINATION AND REMUNERATION COMMITTEE**

(I) Brief description of terms of reference is for:

(a) appointment of the directors, and key managerial personnel of the Company; and

S. No.	Name of the Director and Position	Meeting / Attendance			
		24.05.23	29.07.23	31.10.23	05.02.24
1.	Sri. C.Rakesh, Chairman	Y	Y	Y	Y
2.	Sri P.Ram Rao, Member	Y	Y	Y	Y
3.	Smt. P.Himabindu, Member	Y	Y	Y	Y

(b) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(II) **Composition of committee and attendance of members**

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry. The Remuneration Committee comprises of non-executive and independent directors.

Mr. C.Rakesh, is the chairman of the committee. Mr. P.Ram Rao and Mrs.P.Himabindu are the other members. The Mr.A.Ramesh is the secretary to the committee. During the financial year 2023-2024 the committee met on 05.02.2024.

#### 4. INVESTORS, SHAREHOLDER'S AND STAKEHOLDER'S GRIEVANCE COMMITTEE:

Brief description of terms of reference:

To look into various affairs relating to the shareholders with regard to redressal of complaints in relation to transfer of shares, non-receipt of share certificates, balance sheets, dividends etc.

The Committee comprises of three directors as composition of the committee.

Mr.C.Rakesh, is the chairman of the committee. Mrs.P.Hima Bindu and Mr. P.Ram Rao are the other members. Stakeholder committee met 6 times during the year, all members are presented for all the meetings.

The committee decided that a share transfer committee be constituted with Mrs.C.Neelima, Managing Director and Mr.C.Bhagavantha Rao, Chairman as members to approve share transfer, transmissions, issue of duplicate share certificates, rematerialisation of shares etc. The actions of share transfer committee will be ratified in Stakeholders' Relationship Committee at its subsequent meeting.

#### 5. MEETING OF INDEPENDENT DIRECTORS:

No meeting of Independent Directors held during year. Since, Independent Director/s was not appointed. The company undertakes to appoint the independent directors before the closure of the current financial year.

#### 6. REMUNERATION OF DIRECTORS:

The Company does not remunerate the Non-Executive Directors of the Company except for the payment of sitting fees for attending each meeting of the Board of Committee thereof. Remuneration of Executive Directors is fixed by the Board and approved by shareholder at the Annual General Meeting. Particulars of their remuneration for the year ended 31<sup>st</sup> March, 2024 are given below:

Name of the Director	Remuneration				
	Sitting Fee	Salary	Perquisites	Commission	Total Rs.
Executive Director					
Sri.C.Bhagavantha Rao	Nil	1577.40	822.60	Nil	2400.00
Smt. C.Neelima	Nil	968.00	692.00	Nil	1800.00
<b>Non-Executive Directors:</b>					
Sri P.Ram Rao	Nil	Nil	Nil	Nil	Nil
Smt. P.Himabindu	Nil	Nil	Nil	Nil	Nil
Sri. Dr. C.Rakesh	Nil	Nil	Nil	Nil	Nil

**7. ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETING:**

Details of venue and time of last 3 Annual General Meetings are as under:

Financial Year	:	2020-2021
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	25-09-2021
Time	:	12.00 Noon
Financial Year	:	2021-2022
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	24-09-2022
Time	:	12.00 Noon
Financial Year	:	2022-2023
Venue	:	Registered Office, 1-58, Nidamanuru, Vijayawada – 521104.
Date	:	30-09-2023
Time	:	12.00 Noon

**8. SUBSIDIARY COMPANIES**

The company does not have any Subsidiary Company.

**9. A) RISK MANAGEMENT**

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

**B) RISK MANAGEMENT COMMITTEE:**

The company has constituted a Risk Management company with the following directors:

- |                      |                     |
|----------------------|---------------------|
| A. Mr. C.Rakesh      | B. Mrs.C.Neelima    |
| C. Mr. P.Ram Rao and | D. Mrs. P.Himabindu |

**10. WHISTLE BLOWER POLICY**

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee. The key directions/actions will be informed to the Managing Director of the Company.

**11. DISCLOSURES:****RELATED PARTY TRANSACTION:**

There are no related party transactions made by the company with its promoters, directors or the management, their relative conflicting with company's interest.

No penalty or strictures have been imported on the company by stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**12. ACCOUNTING TREATMENT:**

Disclosure required in case of difference in the treatment from that of annual accounts, the applicable accounting standards have been followed and that there are no material departures.

**13. COMPLIANCES:**

There have been no instances of non-compliance by the company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

**14. MEANS OF COMMUNICATION:**

The quarterly, half yearly and annual results of the company in the prescribed proforma are published in the following News Papers.

1. Business Lines (English)
2. Andhra Bhoomi (Regional Language)

There is no practice of sending half-yearly results to the household of shareholders.

**15. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT****I. Preface:**

Over the years, the Company has been conducting its business with very high ethical and moral standards. This has resulted in gaining reputation as a professionally managed company by all its members. As the Company grows and expands its wings globally, it is extremely important to continue to exhibit high levels of ethical standards and professional behavior in everything that the Company does.

This Model Code of Conduct for Directors & Senior Management personnel is a guide to help Senior Management team & Directors on the Board of Incap. Though it summarizes many of the

laws that Incap, as a Company is required to follow, it also goes beyond the legal minimums by describing the ethical values we share at Incap.

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company. The Directors and Senior Management personnel may contact the Compliance Officer for assistance in interpreting the requirement of this Code.

The Board of Directors of the Company adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest. This code is a capsule of the moral, legal and professional obligations of the Directors and all executives. The Specific provisions of law or rules or regulations or contract shall prevail over the general obligations.

This model code of conduct shall be reviewed by the Board from time to time so as to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Director.

## **II . Applicability:**

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interest of the Company and its members.

The Code of Conduct is applicable to:

The Directors, both executive and non-executive Directors. Senior Management team comprising members of Management one level below the Executive Directors, including all functional heads.

## **III. Honest & Ethical Conduct:**

The Directors & Senior Management personnel are required to act in accordance with the highest standards of personal and professional integrity, honestly, ethical and legal conduct, when acting on behalf of the Company or in connection with the Company's business or operations and at social events.

An honest conduct is considered as such when a conduct is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct and include ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The Directors and the Senior Management personnel shall Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous and respectful manner; Act in the best interest of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the members of the Company;

Act in good faith, with responsibility, due care, competence, diligence and independence;

Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner.

## **IV. Code of Interest:**



**General Guidance**

The Directors and Senior Management personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interest or benefits of the Company. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. General guidelines to better understand several of the most common examples of situations that may cause a conflict of interest are listed below. Directors & the senior management personnel are required to disclose to the Board any situation that may be, or appear to be, a conflict of interest. When in doubt, Disclose.

**a. Outside Employment:**

Executive Directors and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor or supplier of Incap without approval of the Board. Any outside activity must be strictly separated from Incap employment and should not harm job performance at Incap. The Executive Directors and the Senior Management personnel shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part time or otherwise).

**b. Board Memberships:**

Serving on the Board of Directors or a similar body of any other company or organization other than this company or government agency requires the advance approval of the Board of Directors. Acceptance of Directorship on the Boards of other Companies, which compete, with the Company amounts to conflict of interest and hence should not be accepted. Helping the community by serving on Boards of nonprofit or welfare organizations is encouraged, and does not require prior approval.

**c. Family Members and Close Personal Relationships:**

Directors and Senior Management personnel shall not use personal influence to make the Company do business with a company/ institution which do not belong to the same group in which his or her relatives are interested. As a general rule, Directors and Senior Management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, be it a Director or Senior Management cadre, disclosure shall be made to the Board of Directors and a prior approval shall be obtained.

**d. Gifts :** (Gifts are not always physical objects they might also be services, favors or other items of value). The Directors and Senior Management personnel shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position, mementos received because of attending a widely held gatherings as panelist/ speaker and other customary gifts are allowed. Gifts on behalf of the Company – Some business situations call for giving gifts. These gifts shall be legal and reasonable. Directors and Senior Management personnel shall not pay bribes. It is understood

that gift-giving practices vary among cultures and countries. Directors and Senior Management personnel shall not provide any gift if law or the policy of the recipient's organization prohibits it. For example, the associates of many government entities around the world are prohibited from accepting gifts.

**e. Investments:**

Directors and Senior Management personnel may not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Director or Senior Manager has a significant investment in a competitor, supplier, customer, or distributor and his decisions may have a business impact on this outside party. The Directors and Senior Management personnel shall seek prior consent of the Board before making any investments more than 5% of the paid up capital of the other entity.

**f. Diversion of Business:**

Directors and Senior Management personnel shall not divert business opportunities of the Company, by exploiting for their own personal gain, business opportunities that are discovered through the use of corporate propriety information or position. However the Directors and Senior Management personnel can pursue such business opportunities once they are fully disclosed to the company and the company declined to pursue such opportunities.

**g. Use of Company's Assets:**

The Assets of the Company shall be used for legitimate business purposes and shall not be used for personal purposes. Incidental personal use, if reasonable, does not amount to violation of the code.

**h. Others:**

It would be impracticable to attempt to list all possible conflict of interest's situations and it is possible that other such situations, which are not enumerated above, may arise

**16. DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR ON CODE OF CONDUCT UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS).**

To

The Members

I, hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2024.

**For and on behalf of the Board**

**C.NEELIMA  
MANAGING DIRECTOR  
DIN : 02737481**

**VIJAYAWADA  
25<sup>th</sup> May, 2024**

**CEO / CFO CERTIFICATION**

To  
The Board of Directors  
Incap Limited

I had reviewed the financial statements, read with the cash flow statement of Incap Limited for the year ended 31<sup>st</sup> March, 2024 and that to the best of our knowledge and belief, we state that:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- c) There are, to the best of their knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- d) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they 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 such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- e) They have indicated to the auditors and the audit committee:-
  - i. Significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - ii. 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.

**For and on behalf of the Board**

**RAO**  
**C.BHAGAVANTHA**  
**CHAIRMAN, CFO**  
**DIN : 02737481**

**VIJAYAWADA**  
**25<sup>th</sup> May, 2024**

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of  
**INCAP LIMITED**

We have examined the compliance of conditions of corporate governance by INCAP LIMITED, for the year ended on 31<sup>st</sup> March, 2024 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations) of the said company with stock exchange(s).

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

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 the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted to affairs of the company.

**For UMAMAHESWARA RAO & CO.,  
Chartered Accountants  
Firm Regn. No.004453S**

**VIJAYAWADA  
25<sup>th</sup> May, 2024**

**(CA. HSY SARMA)  
Partner  
ICAI Membership No.234083  
UDIN: 24234083BKBIC18755**

## ANNEXURE – II

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis presented in this Annual Report focuses on the theme of 'Faster, Higher and Stronger' which was the Company-wide initiative to continue on the path of profitable growth. The company has got the profit before tax Rs. 0.89 Crores during the year. The organization structure, various strategies followed and processes implemented, along with excellent team-work, a strong management and leadership has enabled the Company to move forward on the path of profitable growth.

**Overall Business Review**

Incap Limited is a 30-year-old focused Company, with interests in the Manufacturing and Production of Capacitors. The costs of inputs in key raw materials continued to escalate, thereby affecting the material costs adversely. The industry witnessed intense competition for market share and significant pressures on margins and profits. The Company continued its focus on enhancing revenue growth. Various actions in terms of cost reduction, value engineering, competitive sourcing and improving credit discipline have been undertaken. There has been a significant progress in the Industry.

**Industry structure and developments:**

In India the demand for Electrolytic Capacitor is around 4 to 5 billion capacitors (approx) in all segments.

The total production in India for this component is negligible, since the market is either in the hands of Chinese or Japanese due to mass scale and quality product of Japanese. The output in the Indian Industry would be hardly 150 m pcs per annum.

The cost factor is also a major constraint in determining the sale since we are banking for all raw materials sources either from China or Japan and our raw materials are totally imported since there is hardly any supplier big enough to support even a small rubber bung in India. Backward Integration is negligible.

There is a hope that the Indian Industry has an upper hand to manufacture and support the local Industry and that too in segments like LED since this is going to have a market for the next, one decade is the analyst view further the cost of all things in China and Japan is likely to be high even the Labor. So India could be their next destination.

Anyhow progress and growth would be not less than 10% since there is umpteen area of vacuum by which we can improve our sale.

The competition like any other Industry we will face tough times on pricing from the Chinese but everything can be overcome with quality and faster delivery. Presently anyhow Chinese and Japanese have the maximum share in the Electrolytic Capacitor market.

**Opportunities and threats:**

We have been focusing on the Business to Business oriented businesses. After having established ourselves amongst the top few companies in the entire market Endeavour to establish ourselves with more growth and performance.

Due to the strong linkage of the manufacturing industry to the economy, such an event would adversely impact growth in the short term for the Company.

Competition: Competition whether domestic is always a challenge and transforming challenges into opportunities has been a practice at Incap.

Cost of Raw material: Aluminum Foil, Aluminum Cans, Lead Tabs, Electrolyte being a major raw material to our business, its cost may affect our contribution margins. Company had adopted various measures to minimize the effect of escalating prices of raw material.

The new initiatives will bring new challenges in near future. We believe that we have sufficient management bandwidth to pass through these cycles with past experiences.

**Outlook:**

Domestic economic indicators are expected to improve, led by positive prospects in Government Spending and several government schemes. Indian economic activity is expected to improve modestly, driven by global economic revival and moderation in inflation. Upside pressures on inflation and consumption, hinge on the vagaries of the monsoon and the pace of revival of the investment climate will determine to a very large extent India's economic performance, going forward.

Manufacturing and Government spending are expected to grow, its' an opportunity for the Industry, in general and for your Company, in particular.

**Risks and areas of concern:**

Taking risk is an inherent part of entrepreneurial behavior. A structured risk management process encourages management to take risks in controlled manner. In order to provide a comprehensive view of business activities, risks are identified in a structured way combining elements of a top-down and bottom-up approach. Risks are reported on a regular basis as part of the "Business Performance Management" process. All relevant risks and opportunities are prioritized in terms of impact and likelihood, considering quantitative and/ or qualitative aspects. The bottom-up identification and prioritization process is supported by conducting workshops with the respective management at Factory and Corporate function level. This top-down approach ensure that potential risks and opportunities are discussed on management level and are included in the subsequent reporting process, if found to be applicable.

Company has a structured risk management process to address different risk categories:

Strategic, Operational, Compliance and Financial risks

**Strategic Risks:** As Company's business is completely domestic; its business environment is influenced by economic conditions. Factors like fluctuation of energy & raw material price, intellectual property rights, product awareness & brand recognition etc. are part of its strategic risk management. Product creation process and/ or increased speed in innovation to market is important for profitable and growth ambitions.

**Operational Risks:** Ensuring timely delivery of new solutions and products at lower cost and upgrading of customer service levels to create sustainable competitive advantage and effective supply chain management is very much required amongst other things, to enhance time to market & product quality.

**Compliance Risks:** Company's presence exposes the Company to regional and local regulatory laws, rules and regulations, which may interfere with the realization of business opportunities operates. Strengthening internal control, corporate governance & IT systems play vital role in mitigation of compliance risks.

**Financial Risks:** Corporate control, together with respective functional management, performs an assessment of Financial Reporting risk at appropriate interval or at least annually. Risk Mitigation to mitigate the aforesaid risks have been identified and addressed under the supervision of a team of Senior management.

The Company is in process of reviewing existing policies & procedures and developing/ documentation of Standard Operating Procedures (SOP) for all requisite processes. This will facilitate better control, uniformity & efficiency across various processes of the organization.

**Internal control systems and their adequacy:**

The Company believes that good corporate governance is the adoption of best business practices which ensure that the Company operates not only within the regulatory framework but is also guided by ethics and a strong belief in the tradition of trust.

The following committees are in place to ensure effective corporate governance:

- i. Board of Directors
- ii. Audit Committee
- iii. Remuneration Committee
- iv. Shareholders Grievance Committee

Material developments in Human Resources/ Industrial Relations front, including number of people employed.

The Company believes that its human resource has played the most important role in enabling the Company to embark upon a more prosperous future. The Company has invested on its human resource by providing appropriate training and developmental inputs along with career progress opportunities to deserving employees.

The Company's focus on having good people related processes in terms of recruitment, training, performance appraisal and performance rewards have been well received by all the employees.

**Cautionary Statement:**

Statements in the Management Discussion and Analysis, describing the Company's strategies on business, projections and estimates, are forward-looking statements. The actual results may vary from those expressed or implied, depending upon economic conditions, Government policies, regulations, tax laws and other incidental factors.

**Form No. MGT-11 -- Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member (s) :  
Registered address :  
E-mail Id :  
Folio No/ Client Id : DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: E-mail Id:  
Address: Signature:....., or failing him

2. Name: E-mail Id:  
Address: Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual general meeting of the company, to be held on the Saturday, 28th day of September, 2024 At 12.00 Noon at Incap Limited, 1-58, Nidamanuru, Vijayawada and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	Adopt the Audited Accounts	<input type="checkbox"/>	<input type="checkbox"/>
2.	Re-Appointment of Director Sri P.Ram Rao	<input type="checkbox"/>	<input type="checkbox"/>
3.	To Delcare Dividend	<input type="checkbox"/>	<input type="checkbox"/>
4.	Re-Appointment of Director Sri C.Rakesh	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of.....2024

Signature of shareholder      Signature of Proxy holder(s)

Note :

- \* Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the company at Incap Limited, 1-58, Nidamanuru, Vijayawada - 521104 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

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Vijayawada - 521 104.  
Phone : 0866 - 2842479

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