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INCAP LIMITED

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URL : www.incaplimited.com CIN L32101AP1990PLC011311

INCAP/BSE/2020-21/103

Dated 28th September, 2020

To

Bombay Stock Exchange,
21st Floor, P.J.Tower,
Dalal Street,
Mumabi.

Dear Sir,

Sub : Submission of Scrutinizer's Report of Remote E-Voting and Poll – Reg.

-x-x-x-

We are herewith enclosing the Scrutinizer's Report of Remote E-Voting and Poll of 30th AGM conducted on 26th September, 2020.

Thanking you,
Yours faithfully,
For **INCAP LIMITED**

C. Bhagavantha Rao

(C.BHAGAVANTHA RAO)
CHAIRMAN

B.L. Chandrasekhar Sarma & Associates
Practicing Company Secretary

Office : 303, 3rd Floor, Assumption House,
9-1-66/3, Sarojini Devi Road,
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Consolidated Scrutinizer's Report of Remote E-Voting and Poll

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MGT-13

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 30th Annual General Meeting of the Members of **INCAP LIMITED (CIN: L32101AP1990PLC011311),** held on Saturday, the 26th September, 2020 at 12:00 Noon, at the Registered Office of the Company at 1-58, Nidamanuru, Vijayawada – 523904, Krishna District, Andhra Pradesh, India.

Sir,

I, B.L.Chandrasekhar Sarma, Proprietor of M/s. B.L. Chandrasekhar Sarma & Associates, Practicing Company Secretaries, Secunderabad was appointed as the Scrutinizer pursuant to Section 108 of the Companies, Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the applicable regulations of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing the Remote e-voting process and voting by poll taken at the 30th Annual General Meeting ("AGM") of the Company held on Saturday, the 26th September, 2020 at 12.00 Noon at the Registered Office of the Company at 1-58, Nidamanuru, Vijayawada – 523904, Krishna District, Andhra Pradesh, India.

We Submit our report as under:-

A. Relating to E-Voting:

1. The remote e-voting period remained open from September 23rd, 2020 at 9.00 hours (IST) to 25th September, 2020. at 17.00 hours (IST).

2. The e-voting event was unblocked on 26th September, 2019 around 02.34 P.M in the presence of two witnesses who were not in the employment of the Company.

B.L. Chandrasekhar Sarma & Associates
C.P. No. 8199
* Practicing Company Secretary *

B. Relating to Voting by Poll:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and physical ballot paper at the AGM by the shareholders on the resolutions proposed in the Notice of the 30th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and physical ballot at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. There was no polling paper which was incomplete or found defective.

4. The Company has provided Remote E-voting and conducted AGM requesting physical presence of the Members at the registered office of the Company.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on 18th September, 2020, being the Cut-off date for the purpose of deciding the entitlement of members at the remote e-voting and voting at the meeting.

2. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the e-Voting website.

3. Vote casted in E-voting and in Poll at the AGM by the same shareholder, only the votes casted in E-voting are taken into account in respect of such shareholder.

4. Shareholders having multiple Folio No's are counted as "one" to the extent of identification and cross confirmation by the Company.

5. The Combined result of remote e-voting and poll is as under:

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C.P. No.8199
Practicing Company Secretary

A. ORDINARY BUSINESS:

a) RESOLUTION 1:

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon:

(i) Votes **in favour** of Resolution:

Particulars	Number of Members/Folios Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	33	34,16,986	99.46%
Poll	37	18,604	00.54%
Total		**34,35,590**	**100.00%**

(ii) Votes **against** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	9	29	100%
Poll	0	0	NA
Total	**0**	**29**	**100%**

(i) **Invalid** Votes:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	0	0	NA
Poll	0	0	NA
Total	**0**	**0**	

B.L. Chandrasekhar Sarma & Associates ★ Practicing Company Secretary ★ C.P. No. 8199

B. <u>SPECIAL BUSINESS:</u>

c) RESOLUTION.3:

Appointment of Sri C.Neelima (DIN: 02737481) as Managing Director of the Company:

(v) Votes **in favour** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	34	34,16,987	99.99%
Poll	37	18,604	00.54%
Total		**34,35,591**	**100.00%**

(vi) Votes **against** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	8	28	100%
Poll	0	0	NA
Total	**0**	**28**	**100%**

(iii) **Invalid** Votes:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	0	0	NA
Poll	0	0	NA
Total	**0**	**0**	

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C.P.No.8199
Practicing Company Secretary

b) RESOLUTION.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.:

(iii) Votes **in favour** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	34	34,16,987	99.99%
Poll	37	18,604	00.54%
Total		**34,35,591**	**100.00%**

(iv) Votes **against** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	8	28	100%
Poll	0	0	NA
Total	**0**	**28**	**100%**

(ii) **Invalid** Votes:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	0	0	NA
Poll	0	0	NA
Total	**0**	**0**	

B.L. Chandrasekhar Sarma & Associates ★ Practicing Company Secretary ★ C.P. No.8199

d) RESOLUTION .4:

Appointment of Sri C.Bhagavantha Rao (DIN : 00218713) as Executive Chairman of the Company.:

(vii)Votes **in favour** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	34	34,16,987	99.99%
Poll	37	18,604	00.54%
Total		**34,35,591**	**100.00%**

(viii) Votes **against** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	8	28	100%
Poll	0	0	NA
Total	0	**28**	**100%**

(iv) **Invalid** Votes:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	0	0	NA
Poll	0	0	NA
Total	**0**	**0**	

B.L. Chandrasekhar Sarma & Associates
Practicing Company Secretaries
CP No.8199

e) RESOLUTION .5:

Alteration of Main objects clause of the Memorandum and Articles of Association:

(ix) Votes **in favour** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	34	34,16,987	99.99%
Poll	37	18,604	00.54%
Total		**34,35,591**	**100.00%**

(x) Votes **against** of Resolution:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	8	28	100%
Poll	0	0	NA
Total	0	**28**	**100%**

(v) **Invalid** Votes:

Particulars	Number of Members/Folios Voted in E-Voting	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting (Number of Folios)	0	0	NA
Poll	0	0	NA
Total	**0**	**0**	

B.L. Chandrasekhar Sarma & Associates C.P. No. 8199 Practicing Company Secretary

6. Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are submitted to the Company.

7. The poll papers and all other relevant records were sealed and handed over to the Company for Safe Keeping.

Thanking you,

Yours Sincerely

For B.L. Chandrasekhar Sarma & Associates
Practicing Company Secretaries

B. L. Chandrasekhar Sarma

B.L. Chandrasekhar Sarma. C.P.No.8199 Practicing Company Secretary

B.L. Chandrasekhar Sarma
Proprietor
C.P. 8199
Date: 28th September, 2020
UDIN: A022479B000788695