



Assessment Process Transforms Systems
ISO 9001:2015



Standards Accreditation Council for
Assessment Services Providers

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

INCAP/BSE/2024-25/250

Dated 20th June, 2024

To
The Corporate Relations Department
Bombay Stock Exchange,
21st Floor, P.J.Tower,
Dalal Street,
Mumabi.

Dear Sir,


Sub : Re-Submission of Annual Secretarial Compliance Report in the New Format for the year ended on 31.03.2024 – Reg.

-X-X-X-

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are Re-submitting the Annual Secretarial Compliance Report in the New Format for the Financial Year 2023-24.

You are requested to kindly take the above information on record.

Thanking you,
Yours faithfully,
For INCAP LIMITED


C.BHAGAVANTHA RAO
EXECUTIVE CHAIRMAN.



A N SARMA

M.COM,LL.B,FCS,IRP.

Company Secretary &
Insolvency Resolution Professional
FCS 4557 CP 266710 IRP13597
Flat No: 2D, Maruthi Heights, Road No.1,
Banjara Hills, Hyderabad - 500034, Telangana.
Ph: 9177509864
Email:ansarma1@gmail.com
ansarma@yahoo.co.in

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

(Pursuant to Reg.24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019)

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 Plot/S.No.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 verification 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 to the reporting made here under:

I have examined:

- All the documents and records made available to me and explanations provided by the listed entity;
- The filings / submissions made by the listed entity to the stock exchange;
- Website of the listed entity;
- 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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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;**
- 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;**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- 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;**
- 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;**

1/5



(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 in respect of matters specified in

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practising 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 the BSE Circular No: 20230316-14 dated March 16, 2023 and amendments therein, are annexed as **Annexure – A** to the report.



A.N. Sarma
A N SARMA

Practising Company Secretary
C.P. No.26617; M.No.4557

Place: Hyderabad
Date: 20/05/2024

UDIN : F004557F000238

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 :

Sr No	Regulation	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	--
2	Adoption and timely updation of the Policies		
(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	Maintenance and disclosures on Website		
(a)	The Listed entity is maintaining a functional website	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 re-directs to the relevant document(s)/ section of the website	YES	--
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	--
5	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NIL There is/are no subsidiary company/ies	--
6	Preservation of Documents: 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	Performance Evaluation:	YES	--

3/5



	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		
8	Related Party Transactions		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	YES	--
(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	Disclosure of events or information: 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	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	--
11	Actions taken by SEBI or Stock Exchange(s), if any: 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 through various circulars) under 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	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	Additional non-compliances if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above	<div style="border: 1px solid black; padding: 2px;"> NO YES YES </div>	--

4/15



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. This report is solely for the intended purpose of compliance 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.



A N SARMA

Practicing Company Secretary
C.P. No.26617; M.No.4557



Place: Hyderabad
Date: 20/05/2024

UDIN : F004557F000238