



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/2024-25/263

Dated 30th September, 2024

To

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

Dear Sir,

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

-X-X-X-

This is to inform that 34th 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.

Kindly take the above on your record.

Thanking you,
Yours faithfully,
For INCAP LIMITED


(C. NEELIMA)
MANAGING DIRECTOR



DIN : 02737481



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DETAILS PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ON THE VOTES CAST AT THE THIRTY THIRD ANNUAL GENERAL MEETING OF INCAP LIMITED, HELD ON 28TH SEPTEMBER, 2024.

- 1) Date of the AGM : Saturday, September 28, 2024.
- 2) Total Number of Shareholders on record date : 3454
- 3) No. of shareholders present in the meeting either in person or through proxy :

	Presence		
	In person	In Proxy	Total
Promoter and Promoter Group	1654073	--	1654073
Public	502976	--	502976
Total	2157049	--	2157049

- 4) No. of shareholders voted the meeting through Remote E-Voting :

	Presence		
	In person	In Proxy	Total
Promoter and promoter Group	1411408	--	1411408
Public	41350	--	41350
Total	1452758	--	1452758

- 5) No. of resolution passed in the meeting : 4

Thanking you,
Yours faithfully,
For INCAP LIMITED



(C. NEELIMA)
MANAGING DIRECTOR

DIN : 02737481

Home

Validate

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3065481	1411408	46.0420	1411408	0	100.0000	0.0000
	Poll		1654073	53.9580	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3065481	3065481	100.0000	3065481	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	544317	41341	7.5950	41333	8	99.9806	0.0194
	Poll		502976	92.4050	502976	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		544317	544317	100.0000	544309	8	99.9985
Total		3609798	3609798	100.0000	3609790	8	99.9998	0.0002
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3065481
Public Insitutions	0
Public - Non Insitutions	544317



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Validate

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3065481	1411408	46.0420	1411408	0	100.0000	0.0000
	Poll		1654073	53.9580	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3065481	3065481	100.0000	3065481	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	544326	41350	7.5966	41342	8	99.9807	0.0193
	Poll		502976	92.4034	502976	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		544326	544326	100.0000	544318	8	99.9985
Total		3609807	3609807	100.0000	3609799	8	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3065481
Public Insitutions	0
Public - Non Insitutions	544326



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Validate

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on equity shares of the company for the financial year ended on March 31, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3065481	1411408	46.0420	1411408	0	100.0000	0.0000
	Poll		1654073	53.9580	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3065481	3065481	100.0000	3065481	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	544317	41341	7.5950	41333	8	99.9806	0.0194
	Poll		502976	92.4050	502976	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		544317	544317	100.0000	544309	8	99.9985
Total		3609798	3609798	100.0000	3609790	8	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3065481
Public Insitutions	0
Public - Non Insitutions	544317



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Validate

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Mr. C.Rakesh (DIN : 07688165) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3065481	1411408	46.0420	1411408	0	100.0000	0.0000
	Poll		1654073	53.9580	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3065481	3065481	100.0000	3065481	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	544317	41341	7.5950	41333	8	99.9806	0.0194
	Poll		502976	92.4050	502976	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		544317	544317	100.0000	544309	8	99.9985
Total		3609798	3609798	100.0000	3609790	8	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3065481
Public Insitutions	0
Public - Non Insitutions	544317





Consolidated Scrutinizer's Report of Remote E-Voting and Poll

&

MGT-13

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 34th Annual General Meeting of the Members of **INCAP LIMITED** (CIN: L32101AP1990PLC011311), held on Saturday, the 28th September, 2024 at 12:00 Noon, at the Registered Office of the Company at 1-58, Nidamanuru, Vijayawada – 521104, Krishna District, Andhra Pradesh, India.

Sir,

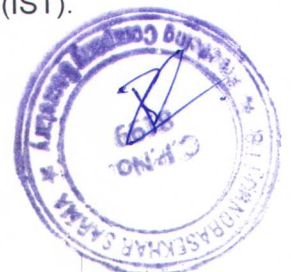
I, B.L.Chandrasekhar Sarma, Proprietor of M/s. B.L. Chandrasekhar Sarma & Associates, Practicing Company Secretaries, Secunderabad was appointed as the Scrutinizer pursuant to Section 108 of the Companies, Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 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 34th Annual General Meeting ("AGM") of the Company, held on Saturday, the 28th September, 2024 at 12.00 Noon at the Registered Office of the Company at 1-58, Nidamanuru, Vijayawada – 521104, Krishna District, Andhra Pradesh, India.

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 34th 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 submit a scrutinizer report of the votes cast "in favour" or "against" the resolutions based on the reports generated from the e-voting system of Central Depository Securities Limited (CDSL) and Poll Conducted to the Chairman of the AGM.

I, hereby Submit report as under: -

A. Relating to E-Voting:

1. The remote e-voting commenced from Wednesday, September 25th, 2024 at 09:00 hours (IST) and ended on Friday, September 27th, 2024 at 17:00 hours (IST).



2. The e-voting system was unblocked on 28th September, 2024 around 01:33 P.M in the presence of two witnesses who were not in the employment of the Company namely, Mr. T. Chandra Sekhara Rao, PAN No. AGRPT2273K and Mr. K. Sai Avinash PAN No. BRDPK4798Q.

B. Relating to Voting by Poll:

1. The Company has distributed the poll papers at the venue of the Annual General Meeting to enable the shareholders to cast the vote physically in case the shareholder has not casted through remote e-voting.
2. After the time fixed for closing of the poll by the chairman, the ballot boxes were 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 facility and conducted Annual General Meeting 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 20th September, 2024, 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. For the preparation of this report, the number of shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN) to the extent of identification.
4. The Combined result of remote e-voting and poll is as under:



ORDINARY BUSINESS:

a) RESOLUTION 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.

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	80	14,52,741	40.24%
Poll	31	21,57,049	59.76%
Total	111	36,09,790	100.00%

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	6	8	100.00%
Poll	0	0	0.00%
Total	6	8	100.00%

(iii) **Invalid** Votes:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	0	0	NA
Poll	0	0	NA
Total	0	0	



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.

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	81	14,52,750	40.24%
Poll	31	21,57,049	59.76%
Total	112	36,09,799	100.00%

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	6	8	100.00%
Poll	0	0	0.00%
Total	6	8	100.00%

(iii) **Invalid** Votes:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	0	0	NA
Poll	0	0	NA
Total	0	0	



c) **RESOLUTION.3:**

To declare dividend on equity shares of the company for the financial year ended on March 31, 2024.

(i) Votes in favour of Resolution:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	80	14,52,741	40.24%
Poll	31	21,57,049	59.76%
Total	111	36,09,790	100.00%

(ii) Votes against of Resolution:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	6	8	100.00%
Poll	0	0	0.00%
Total	6	8	100.00%

(iii) Invalid Votes:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	0	0	NA
Poll	0	0	NA
Total	0	0	



SPECIAL BUSINESS:

d) RESOLUTION.4:

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

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	80	14,52,741	40.24%
Poll	31	21,57,049	59.76%
Total	111	36,09,790	100.00%

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

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	6	8	100.00%
Poll	0	0	0.00%
Total	6	8	100.00%

(iii) **Invalid** Votes:

Particulars	Number of Members Voted	No. of Shares cast by them	% & Total Number of Valid Votes Cast
Remote e-voting	0	0	NA
Poll	0	0	NA
Total	0	0	

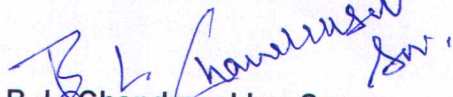


5. Data containing a list of equity shareholders who voted "FOR", "AGAINST" are submitted to the Company.
6. The poll papers and all other relevant records were sealed and handed over to the Company for Safe Keeping.

Thanking you,

Yours Sincerely

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



B. L. Chandrasekhar Sarma
Proprietor
C.P. 8199
UDIN: A022479F001368384



Date: 29th September, 2024
Place: Secunderabad