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# INCAP LIMITED

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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 30<sup>TH</sup> SEPTEMBER, 2023.

- 1) Date of the AGM : Saturday, September 30, 2023.
- 2) Total Number of Shareholders on record date : 2837
- 3) No. of shareholders present in the meeting either in person or through proxy :

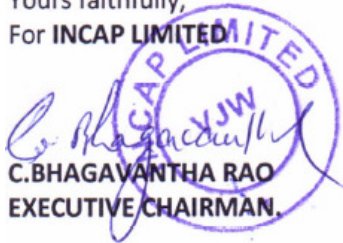
	Presence		
	In person	In Proxy	Total
Promoter and Promoter Group	1654073		1654073
Public	472813		472813
Total	2126886		2126886

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

	Presence		
	In person	In Proxy	Total
Promoter and promoter Group	1406751		1406751
Public	30105		30105
Total	1436856		1436856

- 5) No. of resolution passed in the meeting : 6

Thanking you,  
Yours faithfully,  
For INCAP LIMITED

  
C.BHAGAVANTHA RAO  
EXECUTIVE CHAIRMAN.

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, 2023 and the Reports 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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3060824</b>	<b>3060824</b>	<b>100.0000</b>	<b>3060824</b>	<b>0</b>	<b>100.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>502918</b>	<b>502918</b>	<b>100.0000</b>	<b>502906</b>	<b>12</b>	<b>99.9976</b>
<b>Total</b>		<b>3563742</b>	<b>3563742</b>	<b>100.0000</b>	<b>3563730</b>	<b>12</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Smt P. Hima Bindu (DIN: 06605646) who retires at this meeting and being eligible offers herself 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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3060824</b>	<b>3060824</b>	<b>100.0000</b>	<b>3060824</b>	<b>0</b>	<b>100.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>502918</b>	<b>502918</b>	<b>100.0000</b>	<b>502906</b>	<b>12</b>	<b>99.9976</b>
<b>Total</b>		<b>3563742</b>	<b>3563742</b>	<b>100.0000</b>	<b>3563730</b>	<b>12</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

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, 2023				
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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>3060824</b>	<b>3060824</b>	<b>100.0000</b>	<b>3060824</b>	<b>0</b>	<b>100.0000</b>
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
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>502918</b>	<b>502918</b>	<b>100.0000</b>	<b>502906</b>	<b>12</b>	<b>99.9976</b>
<b>Total</b>		<b>3563742</b>	<b>3563742</b>	<b>100.0000</b>	<b>3563730</b>	<b>12</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve, confirm and ratify the appointment of M/s. Umamaheswara Rao & Company, Chartered Accountants, (Firm Registration Number: 004453S) as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation				
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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>3060824</b>	<b>3060824</b>	<b>100.0000</b>	<b>3060824</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>502918</b>	<b>502918</b>	<b>100.0000</b>	<b>502906</b>	<b>12</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Total</b>		<b>3563742</b>	<b>3563742</b>	<b>100.0000</b>	<b>3563730</b>	<b>12</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Smt. C.Neelima (DIN : 02737481) as Managing 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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3060824	3060824	100.0000	3060824	0	100.0000	0.0000
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
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	502918	502918	100.0000	502906	12	99.9976	0.0024
<b>Total</b>		3563742	3563742	100.0000	3563730	12	99.9997	0.0003
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Sri C. Bhagavantha Rao (DIN : 00218713) as Executive Chairman 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	3060824	1406751	45.9599	1406751	0	100.0000	0.0000
	Poll		1654073	54.0401	1654073	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>3060824</b>	<b>3060824</b>	<b>100.0000</b>	<b>3060824</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	502918	30105	5.9861	30093	12	99.9601	0.0399
	Poll		472813	94.0139	472813	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>502918</b>	<b>502918</b>	<b>100.0000</b>	<b>502906</b>	<b>12</b>	<b>99.9976</b>	<b>0.0024</b>
<b>Total</b>		<b>3563742</b>	<b>3563742</b>	<b>100.0000</b>	<b>3563730</b>	<b>12</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Whether resolution is Pass or Not.</b>							Yes	



**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 33<sup>rd</sup> Annual General Meeting of the Members of **INCAP LIMITED** (CIN: L32101AP1990PLC011311), held on Saturday, the 30<sup>th</sup> September, 2023 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 33<sup>rd</sup> Annual General Meeting (“AGM”) of the Company, held on Saturday, the 30<sup>th</sup> September, 2023 at 12.00 Noon at the Registered Office of the Company at 1-58, Nidamanuru, Vijayawada – 521104, Krishna District, Andhra Pradesh, India.

I, hereby Submit report as under:-

**A. Relating to E-Voting:**

1. The remote e-voting period remained open from September 27<sup>th</sup>, 2023 at 9.00 hours (IST) to 29<sup>th</sup> September, 2023. at 17.00 hours (IST).
2. The e-voting event was unblocked on 30<sup>th</sup> September, 2022 around 01.26 P.M in the presence of two witnesses who were not in the employment of the Company.



## **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 33<sup>rd</sup> 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. After the time fixed for closing of the poll by the chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorized/proxies lodged with the Company.
3. 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.
4. There was no polling paper which was incomplete or found defective.
5. 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 22<sup>nd</sup> September, 2023, 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.
6. For the preparation of this report, the number of shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN).
3. 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, 2023 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	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

**(iii) Invalid Votes:**

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



**b) RESOLUTION.2:**

To appoint a Director in place of Smt P. Hima Bindu (DIN: 06605646) who retires at this meeting and being eligible offers herself for re-appointment:

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

(iii) **Invalid** Votes:

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





**c) RESOLUTION.3:**

To declare dividend on equity shares of the company for the financial year ended on March 31, 2023:

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

(iii) **Invalid** Votes:

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



**SPECIAL BUSINESS:**

**d) RESOLUTION.4:**

To approve, confirm and ratify the appointment of M/s. Umamaheswara Rao & Company, Chartered Accountants, (Firm Registration Number: 004453S) as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation:

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

(iii) **Invalid** Votes:

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



e) **RESOLUTION.5:**

Re-Appointment of Smt. C.Neelima (DIN : 02737481) as Managing Director of the Company.:

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

(iii) **Invalid** Votes:

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





**f) RESOLUTION.6:**

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

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	50	14,36,844	40.32
Poll	28	21,26,886	59.67
<b>Total</b>	<b>78</b>	<b>35,63,730</b>	<b>99.99</b>

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

Particulars	Number of Members Voted	No. of Shares cast by them	% of Total Number of Valid Votes Cast
Remote e-voting	8	12	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>12</b>	<b>0.01</b>

(iii) **Invalid** Votes:

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



4. Data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, if any are submitted to the Company.
5. 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  
Proprietor**

**C.P. 8199**

**UDIN: A022479E001151112**

**Date: 02<sup>nd</sup> October, 2023**

