



29TH ANNUAL REPORT
2017-18

29th SEPTEMBER 2018

At 11:00AM

INTERTEC TECHNOLOGIES LTD.

BOARD OF DIRECTORS

Mr.T.S.Ravi Chandar
Ms.Paul Leena
Mr. P. Srinivasam (until 14/02/2018)
Mr. Jaiji Oommen (From: 15/02/2018)

COMPANY SECRETARY

R.Nagarajan

REGISTERED OFFICE

No. 28, Shankar Mutt Road
Bangalore-560 004

BANKERS

State Bank of India, Shankarapuram Branch

AUDITORS

Anand Amarnath & Associates

Enkay Complex, First Floor, Above Vijaya Bank,
Keshwapur
Hubli-580023

SHARE TRANSFER AGENT

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.
Unit: ICE/DOC

Intertec Technologies Ltd.

NOTICE

NOTICE is hereby given that Twenty Ninth Annual General Meeting of the Members of Intertec Technologies Limited will be held on 29th September 2018, at 11:00 hours, at **President's Lounge, The Bangalore City Institute, No.8, Pampa Mahakavi Road, Opp. Makkala Koota Basavanagudi, Bangalore-560 004** to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - a. The audited financial statement of the Company for the financial year ended 2017-18 the reports of the Board of Directors and Auditors thereon; and
 - b. The audited consolidated financial statement of the Company for the financial year ended 2017-18.
2. Ratification of Appointment of the Statutory Auditors for the Financial Year 2017-18 and to fix their remuneration in this regard.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof, and pursuant to the recommendation of the Audit Committee as well as of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 years by the members of the Company at the Annual General Meeting held on September 28th, 2017, the members hereby ratify the appointment of Anand Amarnath & Associates, Chartered Accountants (Firm Registration No. 026536), as the Statutory Auditors of the Company for the Financial Year 2018-19 at such remuneration and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company”.

3. To consider and, if thought fit, to pass, with or without modification(s), the resolution for the appointment of Mr.Jaiji Oomen (DIN No: 08086740) as a Ordinary **Resolution**:

By Order of the Board of Directors
For INTERTEC TECHNOLOGIES LIMITED

Place: Bangalore

Dated: 7th September 2018

RAVI CHANDAR T.S
MANAGING DIRECTOR
[DIN-01684760]
28, Shankar Mutt Road
Bangalore-560 004

NOTE(S):

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS “THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company, duly completed and signed not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.
4. Pursuant to the section 91 of the Companies Act, 2013 (herein after referred as “the Act”) the Register of Members and the Share Transfer Books will remain closed from [24th September 2018 to 29th September 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between 9:30AM to 6:00PM upto the date of conclusion of AGM.

Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

6. A brief resume of Director to be re-appointed, nature of his expertise, names of Companies in which he hold directorship and membership/ chairmanships of Board Committees,

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shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the stock exchanges are given in the annexure to this Notice.

7. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries at least a week in advance of the date of the Meeting addressed to the Company Secretary & Head-Compliance at the following address: 28, Shankar Mutt Road, Bangalore-560004.
8. Only individual members/shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
9. Members / Proxies should bring their copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act.
10. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website www.intertec1.com/investor of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at cs@intertec1.com quoting their folio number(s) or their DP/ CLIENT IDs.
11. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
12. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch,

type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company.
15. Members can inspect the register of director and key managerial personnel and their shareholding, required maintained under section 170 of the Companies Act 2013 and register if contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act 2013 during the course of the meeting at the venue.
16. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting

17) **PROCEDURE AND INSTRUCTIONS FOR e-VOTING**

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **4271** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
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Intertec Technologies Ltd.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., **'INTERTEC TECHNOLOGIES LIMITED'**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of

the duly authorised representative(s), to the Scrutinizer at email ID: pcs.acs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate **Name_Event No.**”

B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – 4271 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through Ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr . B Srinivas , Manager (Unit: INTERTEC TECHNOLOGIES LIMITED) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at inward.ris@karvy.com and evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on **September 24, 2018 (10.00 a.m. IST) and ends on September 28, 2018 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

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date of September 21, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. **September 21, 2018**.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., **September 21, 2018**, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In case of appointment/re-appointment or increase in remuneration of any director, following details are required under SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and SS-2

Name	Mr.Jaiji Oomen
Age	45 Years
Brief Resume	Qualification: MBA. Over 20 years of experience in Service and Manufacturing Industries in the areas of Operation, Compliance and Audit, Training, performance Audit etc
Nature of his expertise in specific functional areas	Consultant HR & Social Compliance
Date of first appointment on the Board	15/02/2018
Qualification	MBA
Experience	25 years as Consultant, trainer, Safety and Social Compliance Audit professional.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Independent director with no remuneration.
Last drawn remuneration, if applicable	NA
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of Meetings of the Board attended during the Year	1
Names of companies in which the person also holds the directorship and the membership/Chairman of Committees of the Board	NIL

Note:

- a. In case of appointment of Independent Directors, the justification for choosing the appointees for appointment as Independent Directors shall be disclosed.
- b. Also attach brief resume of the director.

Intertec Technologies Ltd.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3 of the accompanying Notice dated September 07, 2018

Item No. 3

The Board at its meeting held on February 14th 2018 appointed Mr.Jaiji Oomen as Director. Mr. Jaiji Oomen [DIN: 08086740] was appointed as an Additional Director of the company in the capacity of Non Executive Independent Director.

Further, the Board at its meeting held on February 14th 2018 has recommended the appointment of Mr.Jaiji Oomen [DIN: 08086740] as an Independent Director of the Company from February 15th, 2018, for the approval of the shareholders.

Mr.Jaiji Oomen is an Independent Trainer and Safety Audit professional working for several domestic and multi-national companies in India and other Asian countries. Mr.Oomen has over 20 years of professional experience in running operations of multi-location service and manufacturing organizations Mr.Jaiji Oomen also provides consultancy in the area of HR, Safety, Social Compliance, Business Process Re-engineering, Value Stream mapping, Kaizen, LEAN etc.

The Company has received from Mr.Jaiji Oomen:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act

Mr. Jaiji Oomen, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company in compliance with Section 149 of the Act read with Schedule IV to the Act. Pursuant to the provisions of Section 160 (1) of the Act, the Company has received notice from himself signifying his intention to be appointed as a Director.

In the opinion of the Board of Directors, Mr.Jaiji Oomen, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the Management. He does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person. A copy of the draft letter of appointment of Mr.Jaiji Oomen as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day except Saturdays up to the date of the AGM.

Except for Mr.Jaiji Oomen and/or her relatives, no other Director, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice



Intertec Technologies Limited
 CIN : U85110KA1989PLC010456
 28,Shankar Mutt Road Bangalore-560004
 Tel.: +91- 80-26611317;Fax:+ 91-80-26679094
 Email: cs@intertec1.com Website: www.intertec1.com

ATTENDANCE SLIP

Please bring this attendance slip to the meeting hall and hand it over at the entrance

Serial No.:

- 1) Name and registered address of the sole / first named Member (IN BLOCK LETTERS) :
- 2) Name(s) of the joint Member(s), if any, (IN BLOCK LETTERS) :
- 3) Registered Folio Number / DP ID No. / Client ID No. :
- 4) Number of Share(s) held:
 *(Applicable to investors holding share(s) in dematerialized form) :
- 5) Signature of the Member(s)/Proxy/Representative :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Intertec Technologies Limited** ("ICE" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the item of business to be transacted at the 29th Annual General Meeting of the Company scheduled to be held on Saturday, September 29th, 2018 at 11.00 AM at. **President's Lounge, The Bangalore City Institute, No.8, Pampa Mahakavi Road, Opp. Makkala Koota, Basavanagudi, Bangalore-560 004.**

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 10:00 AM on September 24 2018	5:00 PM on September 28 2018

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting is September 21, 2018.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice dated September 7, 2018, which is being mailed to you with this communication.

The notice for the 29th Annual General Meeting is also available on the website of the Company www.intertec1.com.

Place: Bangalore
 Date: September 07, 2018

Yours faithfully,
For Intertec Technologies Limited

R.NAGARJAN
 Company Secretary

Note: Please read the instructions given overleaf carefully before exercising your vote.



INTERTEC TECHNOLOGIES LIMITED
Registered Office: No.28, Shankar Mutt Road, Bangalore – 560 004

PROXY FORM

DP ID (†)	
-----------	--

Master No.	Folio	
------------	-------	--

Client ID(†)	
--------------	--

I/We -----

Of ----- being Member/s of Intertec Technologies Limited

hereby appoint ----- or failing him -----

of ----- as my/our proxy to vote for me / us on my / our behalf at the Annual General Meeting of the Company to be held at **11.00 AM on Saturday 29th September 2018**, at President’s Lounge, The Bangalore City Institute, No.8, Pampa Mahakavi Road, Opp. Makkala Koota, Basavanagudi, Bangalore-560 004, and at any adjournment thereof.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting of the Company to be held on Thursday, September 20, 2018 at 9.00 a.m. at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, Red Hills, Hyderabad -500004 Telangana and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Description of Resolution	Type of Resolution	For or Against
1. To receive, consider and adopt the Audited Financial Statement of the Company & WoS for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	
2. Ratification of Appointment of Statutory Auditor	Ordinary	
3. To appoint Mr. Jaiji Oomen (DIN: 08086740) who was appointed to the board on 15/2/2018, and being eligible, offers himself for appointment	Ordinary	

Signed this ----- day of September 2018

Note:

NOTES:

1. A Member may vote 'For' or 'Against' each resolution. Please put a tick in the Box in the appropriate column either 'For' or 'Against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. 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.

3. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 28, Shankar Mutt Road, Bangalore-560004, not less than 48 hours before the meeting.

†: Applicable for investors holding shares in electronic form

BOOK - POST

To.



If Undelivered please return to:

INTERTEC TECHNOLOGIES LIMITED

28, Shankar Mutt Road,

Bangalore - 560 004; Ph: 080-26611317 / 26679094