

NOTICE

NOTICE IS HEREBY GIVEN THAT 02nd EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2018-19 OF THE MEMBERS OF INTEX TECHNOLOGIES (INDIA) LIMITED WILL BE HELD ON SATURDAY, 28TH JULY, 2018 AT 11:00 A.M. AT A-61, OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI 110020 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. To consider and approve the reappointment of Mr. Keshav Bansal, Whole Time Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, consent of shareholders of the Company be and is hereby accorded to reappoint Mr. Keshav Bansal, Whole Time Director of the Company for 5 years with effect from w.e.f. 30.07.2018 on a remuneration prevailing at the time of reappointment i.e.:

- a) Gross remuneration of Rupees 6,29,990/- (Rupees Six Lakh Twenty Nine Thousand Nine Hundred Ninety only) per month inclusive of all perks and facilities.
- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.

RESOLVED FURTHER THAT the office of directorship of Mr. Keshav Bansal shall be liable to be determination by rotation in pursuant to the provisions of the Section 152 of the Companies Act, 2013 read with applicable Rules made therein.

RESOLVED FURTHER THAT Mr. Karmveer, Company Secretary of the Company be and is hereby authorized to issue letter of reappointment and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board
For Intex Technologies (India) Limited



Karmveer
Karmveer

Company Secretary
Membership No.: 22809

Date: 05.07.2018
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

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.

2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 1 of the Notice, is annexed hereto.
4. Members are requested to notify change in address, if any, immediately to the Company.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.
6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Extra-Ordinary General Meeting.
7. Pursuant to Section 101 of the Companies Act, 2013 consent of members to hold the Extra Ordinary General Meeting at Shorter notice period to be obtained by the Company.
8. The route map of venue of above mentioned Extra-Ordinary General Meeting is attached herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1

Mr. Keshav Bansal was appointed as Whole Time Director of the Company w.e.f. 31.07.2013 for a period of 5 years. During his association with the Company, he played pivotal role in strategic planning of business promotional activities.

It is also being informed that the Nomination & Remuneration Committee of the Company has considered and recommended the above said reappointment through resolution by circulation dated July 02, 2018.

In view of aforesaid facts, the Board of Directors of the Company through resolution passed by circulation dated July 04, 2018 on the recommendations of the Nomination & Remuneration Committee had approved the reappointment of Mr. Keshav Bansal as Whole Time Director of the Company as set out in the Resolution.

Mr. Keshav Bansal may be deemed to be concerned or interested, financially or otherwise, in respect of his reappointment as Whole Time Director of the Company. Mr. Narendra Bansal, Chairman & Managing Director of the Company, is relative of Mr. Keshav Bansal and their other relatives, to the extent of their shareholding interest in the Company, if any, may be deemed to be concerned or interested in the reappointment of Mr. Keshav Bansal as Whole Time Director of the Company.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution as set out in item no. 1 of the Notice.

The documents related to the aforesaid transaction, shall be open for inspection (*in physical or electronic form*) by the Members at the Registered Office of the Company during normal business hours on all working up to the date of the Extra-Ordinary General Meeting.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of Industry.	Trading & Manufacturing of Electronic goods and consumer durables.
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2.	Date or Expected Date of Commencement of Commercial Production.	14 th February, 1996		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	Particulars	2017-18 (Rs. in lacs)	2016-17 (Rs. in lacs)
		Total Income	2,87,658.51	4,36,408.22
		Profit Before Tax, Finance Cost and Depreciation	6,447.4	23,658.47
		Depreciation	1,751.42	2,402.51
		Finance cost	2,690.08	2,011.33
		Profit Before Tax	2,005.90	19,244.63
		Tax	619.56	6,513.68
		Profit After Tax	1,386.34	12,730.95
		Equity Capital (face value Rs. 10)	3,456.00	3,456.00
		Earnings per Share (Rs.)	4.01	36.84
5.	Foreign Investments or Collaborators, if any.	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details

Mr. Keshav Bansal holds Bachelor Degree from University of Bradford. He is responsible for piloting the Company towards its goal of becoming the leading technology brand globally.

2. Past Remuneration:

Last withdrawn remuneration of Mr. Keshav Bansal for the month of August, 2018 is Rs. 6,29,990/-. Further details of past remuneration paid to Mr. Keshav Bansal are mentioned herein below:

Period	Remuneration Paid (Rs. in Lakhs)
For 2016-17	63.46
For 2017-18	76.67

3. Recognition or awards:

Mr. Keshav Bansal is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been honored with the award 'Young Entrepreneur of the year 2015.

4. Job Profile and his suitability:

In the capacity of Whole Time Director of the Company Mr. Keshav Bansal shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.

5. Remuneration proposed:

- a) on same remuneration as prevailing at the time of reappointment i.e. Rs. 6,29,990/- per month as gross remuneration.
- b) In addition to fixed gross monthly remuneration as above, contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity and encashment of leave, shall be payable as per policy of the Company.
- c) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.**

Since the Company is involved in variety of products ranging from IT peripheral products to Electronic items and mobile handsets, it would not be possible to compare the remuneration payable in similar type of Industry.

- d) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Keshav Bansal is holding more than 100 Equity Shares of the equity share capital of the company. In addition to above, his relatives are also holding shares in the company. Company has also entered into related party transaction for sale, purchase of goods and material from firm or companies in which he is interested. He is related to Mr. Narendra Bansal who is Chairman & Managing Director of the Company. Accordingly, he may be deemed having pecuniary relation, directly and indirectly, with the Company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above

Age	26 years
Qualification	Bachelor in Business Administration
Experience	5 Years
Date of Appointment on the Board	31.07.2013
Relationship with other Directors/Manager/ KMP	Mr. Narendra Bansal, Managing Director of the Company is a relative of Mr. Keshav Bansal
No. of Meeting of Board attended during the year	01

Directorship, membership/ chairman of Committee of other Board	Directorship in other Companies- 13 Chairman/Member of Committee of other Board- Nil
Shareholding in the Company	100 Equity Shares

e) **OTHER INFORMATION :**

1. Reasons of Loss or Inadequate Profits:

Company is primarily engaged in trading and manufacturing activities in IT hardware, consumer electronics, mobile and other related products, wherein margins remain stretched. Further in view of imported material due to fluctuations in foreign exchange currency, demonetization also affects the margins of the Company.

2. Steps taken or proposed to be taken for improvement:

Focus has been placed on manufacturing and promotion & marketing of products so as to increase the sales turnover of the Company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the Company.

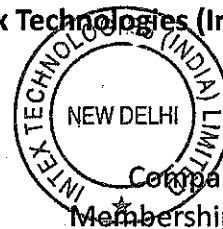
3. Expected increase in productivity and profits in measurable terms:

Looking at the past performance and efforts being made during the year, the Company is expecting significant increase in the sales turnover and profits of the Company during the year 2018-19.

f) **REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE V:**

Proposed remuneration of Mr. Keshav Bansal is within the limits as prescribed under the provisions of the Companies Act 2013 and Rules made thereunder.

By order of the Board
For Intex Technologies (India) Limited



Karmveer
Karmveer

Company Secretary
Membership No.: 22809

Date: July 05, 2018

Place: New Delhi

ATTENDANCE SLIP

INTEX TECHNOLOGIES (INDIA) LIMITED

CIN: U72300DL1996PLC075672

Regd. Office: A-61, Okhla Industrial Area,
Phase- II, New Delhi- 110020

Website: www.intex.in

Tel: +91 011 41610224, 43192200

Fax +91 011 41610221, 41600190

02nd EXTRA-ORDINARY GENERAL MEETING OF 2018-19

I, We hereby accord my/our presence at the 02nd Extra-ordinary General Meeting 2018-19 of the Company at A-61, Okhla Industrial Area, Phase- II, New Delhi- 110020 on 28.07.2018 at 11.00 A.M.

.....
Member Folio No Member's/ Proxy Name in Capital Letters Members/ Proxy Signature

Note:

Please complete the Folio No. and name, sign the attendance slip and handover at the attendance verification counter at the meeting hall.

PROXY FORM

INTEX TECHNOLOGIES (INDIA) LIMITED

CIN: U72300DL1996PLC075672

Regd. Office: A-61, Okhla Industrial Area,

Phase-II, New Delhi 110 020

Website: www.intex.in

Tel: +91 011 41610224, 43192200

I, We being the member(s) of Equity Shares of the above named company appoint:

1) Name: Address

Email ID Signature.....or falling him;

2) Name: Address

Email ID Signature.....or falling him;

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 02nd Extra-ordinary General Meeting of 2018-19 of the Company to be held at A-61, Okhla Industrial Area, Phase- II, New Delhi- 110020 on 28.07.2018 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	FOR	AGAINST
SPECIAL BUSINESS			
1	Special Resolution under Section 152, 196, 197 & 198 read with Schedule V of the Companies Act 2013 read with applicable Rules for reappointment of Mr. Keshav Bansal		

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder

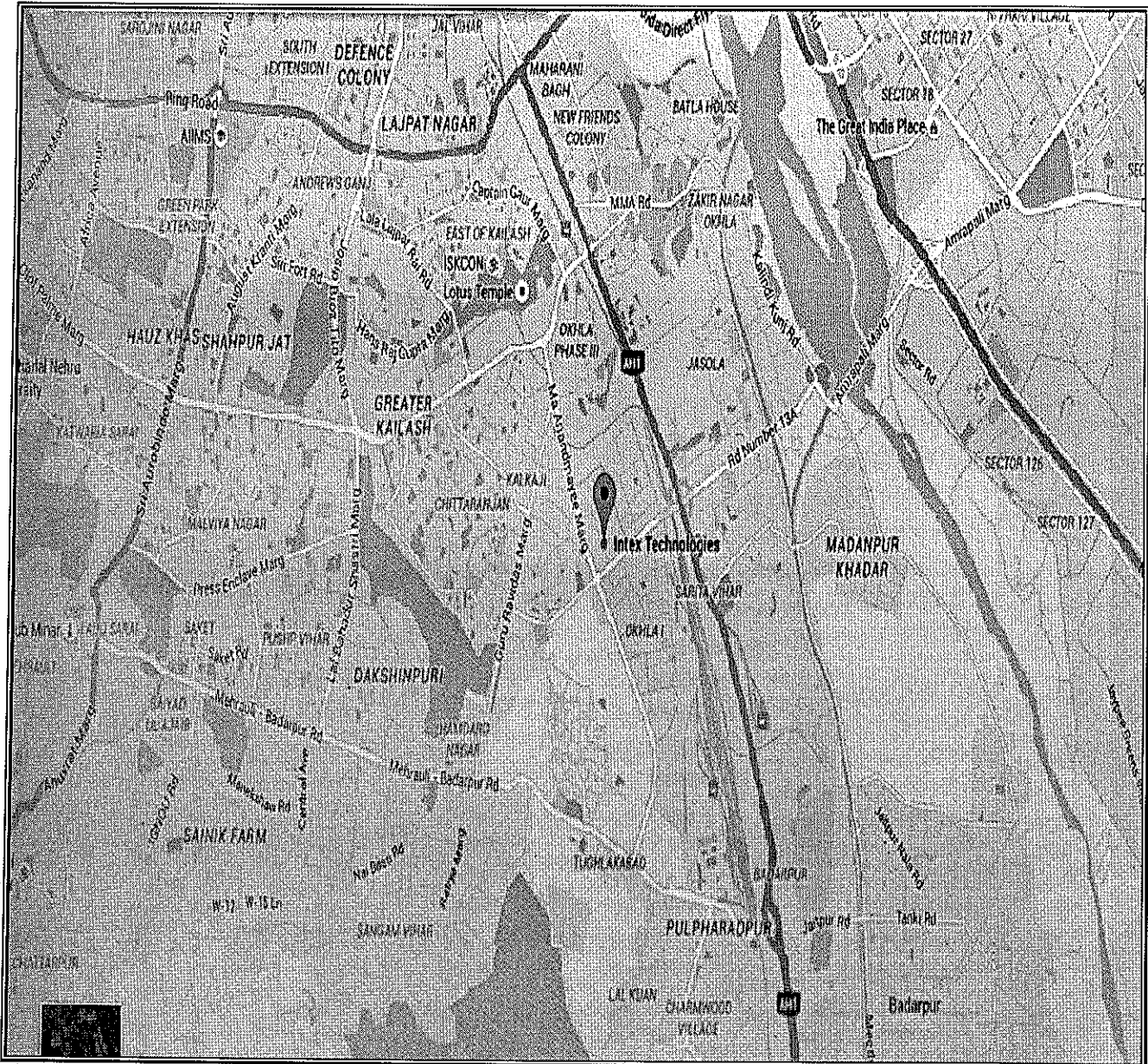
Affix
Revenue
Stamp of
Rs. 1

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.
2. Members/Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days except Saturdays and holidays between 10.00 A.M. to 4.00 P.M. up to the date of the Extra Ordinary General Meeting.
4. Members are requested to notify change in address, if any, immediately to the Company.
5. Please complete all details of members(s) in the above box before submission.

VENUE ROUTE MAP:

Intex Technologies (India) Limited
A-61 Okhla Industrial Area Phase-II
New Delhi-110020



SHORTER NOTICE CONSENT

The Board of Directors
Intex Technologies (India) Limited
A 61, Okhla Industrial Area,
Phase II, New Delhi- 110020

Sub: Seeking consent from the members to convene EGM at shorter notice.

Dear Sir

I, We, the member holding Equity Shares of the Company as on date representing% of the total paid up equity paid up share capital and also have an entitlement to vote at such meeting, hereby do accord mine/ our consent to convene the ensuing EGM of the Company at shorter notice.

Kindly take the same on your record.

Date:
Place: