

BOARD OF DIRECTORS

Sri C. Bhagavantha Rao	Managing Director
Sri P. Rajeswara Rao	APIDC Nominee
Sri P. Ram Rao	Director
Smt. C. Neelima	Whole-Time Director

AUDITORS

M/s. Purnachandra Rao & Co.,
Chartered Accountants
"Sivalayam Street,
Gowrisankarapuram,
Gudivada - 521 301.

BANKERS

State Bank of India,
Patamata,
VIJAYAWADA – 520 007.

State Bank of Hyderabad,
Governorpet,
VIJAYAWADA – 520 002.

REGISTERED OFFICE & FACTORY**INCAP LIMITED**

1-58, Nidamanur,
VIJAYAWADA – 521 104
Krishna District
Andhra Pradesh
Tel : 91 – 866 – 2842571, 2842479,
2841147
Fax : 91 – 866 – 2842572
E-mail : vwincap@bsnl.in
URL : www.incapltd.com

**REGISTRARS &
SHARE TRANSFER AGENTS**
(PHYSICAL & DEMAT)**M/s. VENTURE CAPITAL AND CORPORATE
INVESTMENTS PRIVATE LIMITED,**

12-10-167, Bharat Nagar,
HYDERABAD – 500 018,
Phone : (040) 23818475, 476
Fax : (040) 23868024
Email : info@vccilindia.com

NOTICE

Notice is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of **INCAP LIMITED** will be held on Saturday, the 24th day September, 2011 at 12-00 NOON at the Registered Office of the Company situated at 1-58, Nidamanur, Vijayawada-521104, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Account for the year ended 31st March, 2011 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri P. Ram Rao, who retires at this meeting and being eligible offers himself for re-appointment.
3. To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT the Statutory Auditors, M/s. Purnachandra Rao & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of this meeting till the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board".

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 311 and other applicable provisions, if any, of the Companies Act, 1956,

consent of the Members be and are hereby accorded for the re-appointment of Sri C. Bhagavantha Rao as a "Managing Director" of the company for a period of three years with effect from 01st February, 2011 on terms and conditions including remuneration set out in the explanatory statement annexed to the notice, agreed by the company with him, submitted to the meeting and the same is hereby approved by the Board of Directors in their meeting held on 01st day of February, 2011.

5. To consider and if thought fit, to pass, with or without modifications(s), the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, and other applicable provisions, if any, of the Companies Act, 1956, consent of the Members be and are hereby accorded for the appointment of Smt. C. Neelima as a Whole-time-Director of the company for a period of three years with effect from 30th May, 2011 on terms and conditions including remuneration set out in the explanatory statement annexed to the notice, agreed by the company with her, submitted to the meeting and the same is hereby approved by the Board of Directors in their meeting held on 30th day of May, 2011.

**By Order of the Board
For Incap Limited**

Sd/-

**C. BHAGAVANTHA RAO
Managing Director**

VIJAYAWADA
May 30, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Members and Share Transfer Books of the company will remain closed from 20th September, 2011 to 24th September, 2011 (both days inclusive) for the purpose of Annual General Body meeting for the year ended 31st March, 2011.
3. Members, who hold share in dematerialized form, are requested to bring their client – ID and DPID Nos. for easier identification of attendance at the meeting.
4. A member desirous of getting any information on the accounts or operations of the company is requested to forward his/her queries to the company atleast seven working days prior to meeting, so that the required information can be made available at the meeting.
5. Members holding shares in physical form are requested to notify immediately any change in their address and Bank Particulars to the company or its Share Transfer Agents and in case their shares are held in dematerialized form, the information should be passed on directly to their respective Depository participants and not to the Company / Share Transfer Agents, without any delay.
6. In all correspondence with the company, members are requested to quote their account/ folio numbers and in case their shares are held the dematerialized form, they must quote their DPID and Client ID Number.
7. Investors/Share holders are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and share certificates etc., are not received from their DPs by the Registrar within a period of 15 days from the date of generation of the DRN for dematerialization, the DRN will be treated as rejected / cancelled. This step is being taken on the advice of National Securities Depository Limited (NSDL) so that no demat request remains pending beyond a period of 30 days. Upon rejection / cancellation of the DRN, a fresh DRF has to be forwarded along with the share certificates by the DPs to the Registrar. This note is only caution to investors / shareholder that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the registrar after getting the DRN.
8. Members holding shares in physical form are requested to inform their Bank account number and Bank branch details to the company to enable it to include these details in the dividend warrants and thus minimize the chances of loss of dividend warrants falling in wrong hands.
9. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11-00 A.M and 1.00 P.M. up to the date of Annual General Meeting.
10. Members are requested to send all communications relating to Shares to the

Company's transfer at the following address :

M/s. Venture Capital and Corporate Investments Private Limited,
12-10-167, Bharath Nagar, Hyderabad - 500 018
Ph : 040-23818475, 476, Fax : 040-23868024

11. Members/proxies are requested to deposit the enclosed attendance slip at the meeting.

12. Annual Listing fee has been paid to the following Exchange, where company's Securities are listed.

- 1) Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI – 400 001.

**Explanatory Statement under Section 173(2)
of the Companies Act, 1956.**

Item No.4 :

The Board of Directors of the company in their meeting held on 1st February, 2011 re-appointed Sri C. Bhagavantha Rao as Managing Director of the Company, Subject to approval of the share holder of the General Meeting. The terms and conditions on which Sri. C. Bhagavantha Rao has been re-appointed as a Managing Director of the Company shall contain the following remuneration which shall be within overall ceiling as specified in schedule XIII of the Companies Act, 1956.

1. The Managing Director shall, subject to the supervision and control of the Board of Directors of the Company, manage the business and affairs of the company.
2. Period of Appointment : Three years with effect from 01-02-2011.
3. Remuneration Payable : With effect from 01-02-2011.

Salary : ₹ 50,000/- per month (Rupees Fifty thousand only)

Perquisites :

PART - A :

1. Housing :-
 - a. Housing - I : The expenditure by the company on hiring unfurnished accommodations will be subject to a ceiling of 25% of salary, over and above 10% payable by Sri C.Bhagavantha Rao.
 - b. Housing - II : In case accommodation is owned by the company, 10% of the salary of Sri C.Bhagavantha Rao shall be deducted by the Company.
 - c. Housing - III : In case no accommodation is provided by the company, Sri C.Bhagavantha Rao shall be entitled to house rent allowance subject to the ceiling laid down in Housing - I.

The expenditure incurred on gas, electricity, water and furnishing will be as per the Income Tax Rules, 1962. This will however be subject to a ceiling of ₹ 5,000/- per month.

2. Medical reimbursement : Expenses incurred for self and family subject to a ceiling of one month's salary in year or 3 month's salary over a period of 3 years.
3. Leave Travel Concession : For self and family once in a year in accordance with any rules specified by the company.
4. Club Fees : Fees of clubs subject to a maximum of one club, admission and life membership fees not being allowed.
5. Personnel Accidient Insurance : Premium not to exceed ₹ 1000/- per annum.
6. Entertainment Expenses : Reimbursement of entertainment expenses not exceeding ₹ 1000/- per month.

PART - B :

Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax, 1961. Gratuity will be limited to half-a-month's salary for each completed year of service.

PART - C :

Provision of car with driver and telephone at residence. Personal long distance call on telephone and use of car for private purpose shall be billed by the company to Sri C.Bhagavantha Rao.

Provided that if any financial year, during the tenure of the Manaing Director, the company has no profits or its profits are inadequate, it may pay Sri C.Bhagavantha Rao remuneration by way of salary and perquisites not exceeding the limits specified above.

Your directors recommended the resolution for approval.

None of the Directors of the Company except Sri C.Bhagavantha Rao is concerned with or interested in the resolution.

Item No.5 :

The Board of Directors of the Company in their meeting held on 30th May, 2011 appointed Smt. C.Neelima as a Whole-time-Director of the Company, subject to approval of the shareholders of the General Meeting. The terms and conditions on which Smt. C.Neelima has been appointed as the Director of the company shall contain the following remuneration which shall be within overall ceiling as specified in Schedule XIII of the Companies Act, 1956.

1. The Whole-time-Director shall, subject to the supervision and control of the Board of Directors of the company/Managing Director of the Company and shall manage the business and affairs of the company.

2. Period of Appointment : Three years with effect from 30-05-2011.

3. Remuneration payable : With effect from 30.05.2011.

Salary : ₹ 30,000/- per month
(Rupees Thirty thousand only)

H.R.A. : ₹ 10,000/- per month

Conveyance : ₹10,000/- per month

4. Contribution to Provident Fund, Super annuation and Annuity Fund : The Companies contribution to provident fund and superannuation or Annuity fund as per rules of the company applicable to Senior Executives.

5. Gratuity : As per the rules of the company applicable to Senior Executives.

Explanation : Perquisites shall be evaluated as per the Income Tax Rules, 1962 where applicable and in the absesence of any such rules, perquisites shall be evaluated at cost.

AMENITIES :

I. Minimum Remuneration : In the event of loss or indecency of profits in any financial year during the current tenure of service of the Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under section 11 of the part II of Schedule XIII of the Companies Act, 1956 including any statutory modification or re-enactment there of as may for the time being in force.

The draft of the Agreement to be executed between Smt. C.Neelima and the company as approved by the Board of Directors is available for inspection by the members at the Registered office of the company on any working day except holidays observed by the company during usual business hours and will also be available at the meeting.

Smt. C.Neelima may be deemed to the concerned or interest in the resolution in her appointment. No other Director of the company is interest in the resolution.

**By Order of the Board
For INCAP LIMITED
Sd/-**

**C.BHAGAVANTHA RAO
MANAGING DIRECTOR**

VIJAYAWADA
May 30, 2011

COMPLIANCE CERTIFICATE

Registration No : 011311

Authorized Capital : ₹ 6,00,00,000/-

Issued Capital : ₹ 5,20,00,000/-

Subscribed Capital : ₹ 5,16,96,000/-

Paid up Capital : ₹ 4,65,32,000/-

CIN : L32101 AP1990PLC011311

To
The Members
Incap Limited

I have examined the Registers, Records, Books and Papers of M/s. INCAP LIMITED as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2011**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Central Government and Regional Director.
3. The Company, being a public limited Company, has the minimum prescribed paid-up capital and no comments are required.
4. The Board of Directors duly met 6 (Six) times respectively on 29-05-2010, 28-08-2010, 30-09-2010, 28-12-2010, 01-02-2011 and 26-03-2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 21st September, 2010 to 25th September, 2010 (both days inclusive) for the purpose of 20th Annual General Meeting held on 25th September, 2010 and complied with the provisions of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 25th September 2010 after giving due notice to the members of the Company. All the resolutions passed thereat were duly recorded in the minutes book maintained for the purpose.
7. No Extra Ordinary General Meeting were held during the financial year under review.

8. Based on representations, The Company has not advanced any loans to its Directors and / or the persons or firms or companies falling within the purview of Section 295 of the Act during the financial year under review.
9. Based on the representations, the Company has not entered into any contracts falling within the purview of Section 297 of the Act during the financial year under review.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. Based on the representations, there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the Financial Year under review.
13. The Company has :
 - (i) duly delivered all certificates on lodgment thereof for transfer
 - (ii) deposited the amount of dividend declared in the AGM held on 25th September, 2010 in a separate bank account on 29th September, 2010 which is within five days from the date of declaration of such dividend.
 - (iii) Paid / posted warrants for dividend to all the members within a period of 30 (thirty) days from the date of declaration and that all the unclaimed / unpaid dividend has been transferred to Unpaid Dividend Account of the Company with IDBI Bank.
 - (iv) Transferred the amount in unpaid dividend account and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - (v) The Company has duly complied with requirements of Section 217 of the Act for the financial year under review.
14. The Board of Directors of the Company is duly constituted, following changes took place during the financial year under review, except following, there were no other appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year under review.
 - i. Sri K. Srinivasa Rao and Smt. C. Neelima, Directors of the Company were liable to retire by rotation and Smt. C. Neelima re-appointed as Director in the 20th Annual General Meeting held on 25th September, 2010 and Sri K. Srinivasa Rao ceased to be Director of the Company with effective from 02nd July, 2010 due to unfortunate death, corresponding Eform No.32 was filed with Registrar of Companies, Andhra Pradesh.

- ii. Sri Purushothaman Puthilom Kunnath resigned from the office of the Whole Time Director of the Company with effect from 5th August, 2010, corresponding Eform No. 32 was filed with Registrar of Companies, Andhra Pradesh.
15. The Company has re-appointed Sri C. Bhagavantha Rao as Managing Director of the Company w.e.f. 01st February, 2011, during the financial year under review.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. Based on the representations, Company obtained order from the Honourable **High Court of Andhra Pradesh for Amalgamation** of its wholly owned subsidiary i.e. M/s. Incap Insulators Private Limited with the Company and other than this, there were no instances requiring the Company to obtain approval from the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. There was no redemption of Preference Shares / Debentures during the financial year under review as company has not issued any preference shares or debentures.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of the section 58A during the financial year under review.
24. The amounts borrowed by the Company are within the borrowing limits of the Company.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporates and consequently no entries have been made in the register kept for this purpose during the financial year under review.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the financial year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the financial year under review.

28. The Company has not altered the provisions of the memorandum with respect to name of the company during the financial year under review.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the financial year under review.
30. The Company has not altered its Articles of Association during the financial year under review.
31. As per the information given by the officers of the Company, there were no prosecutions initiated against or show cause notices received by the company during the year under review for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated under Section 418 of the Act.

VIJAYAWADA
May 30, 2011

Sd/-
B.L. CHANDRASEKHAR SARMA
Practicing Company Secretary
CP No.: 8199

ANNEXURE 'A'

Statutory Registers as maintained by the Company :

SLNo.	Registers	U/s.
1.	Register of Directors	303
2.	Register of Directors' Shareholding	307
3.	Register of Members	150
4.	Minutes of Board Meetings	193
5.	Minutes of Annual and Extra-Ordinary General Meetings	193
6.	Register of Contracts, firms and Companies in which Directors are interested	301(3)
7.	Register of Investments	
8.	Register of Charges	143
9.	Register of Share transfer	

ANNEXURE 'B'Following Forms and Returns filed by the Company with Registrar of Companies, Hyderabad, Andhra Pradesh during the Financial Year ending on 31st March 2011

Sl. No.	Forms Return	Section	Purpose	Remarks
1.	Form 8	135	Modification of Charge	Filed with Additional Fee on 18/09/2010
2.	Form 32	303(2)	Resignation of Director	Filed with Additional Fee on 23/09/2010
3.	Form 32	303(2)	Cessation of Director	Filed with Additional Fee on 23/09/2010
4.	Form 66	125	Compliance Certificate for the year ended 31 st March, 2010	Filed with Additional Fee on 23/11/2010
5.	Form 23 AC & 23 ACA	220	Balance sheet as at 31 st March, 2010	Filed with Additional fee on 23/11/2010
6.	Form 20B	159	Annual Return as 30 th September, 2010	Filed with Additional fee on 23/11/2010
7.	Form 1	Rule 3	Amounts credited to Investor Education and Protection Fund	Filed on 04/02/2011
8.	Form 21	394(1)	Order of High Court for Amalgamation	Filed with Normal fee on 10/02/2011
9.	Form 1	Rule 3	Amounts credited to Investor Education and protection Fund	Filed on 22/03/2011

2. Forms and Returns as filed by the Company with Regional Director, Central Government or other authorities during the Financial Year ending **31st March 2011** : NIL**Sd/-****B.L. CHANDRASEKHAR SARMA**

Practicing Company Secretary

CP No.: 8199

VIJAYAWADA
May 30, 2011

DIRECTORS' REPORT

To
The Shareholders,
INCAP LIMITED

Your Directors have pleasure in presenting the Twenty First Annual Report on the business and operations of the Company and the Audited Accounts for the year ended **31st March, 2011** together with Auditors' Report thereon.

FINANCIAL RESULTS:

The Financial Results for the year ended **31st March, 2011** are summarized below:

	2010-2011	2009-2010
	(₹ In Lakhs)	
Sales	1553.85	1262.52
Other Income	53.22	49.81
Total Income	1607.07	1312.33
Total Expenditure	1496.33	1159.64
Profit before Interest, Depn. & Tax	110.74	152.69
Interest	82.16	39.32
Profit before Depn. & Tax	28.58	113.37
Depreciation	70.14	60.44
Goodwill Written off	19.99	-
Profit before Tax	(61.55)	52.93
Add : Prior period Item-State Subsidy	12.92	-
Add : Deferred Tax Liability (Net)	6.18	4.64
Provision for Tax	1.19	25.07
Profit after Tax	(43.64)	32.5
Add: Brought forward from previous year	0.54	0.59
	(43.10)	33.09
Appropriations :		
Provision for Dividend	-	27.92
Tax on Dividend	-	4.64
Surplus Carried to Balance Sheet	(43.10)	0.53

OPERATIONS :**Capacitors :**

The market demand for the Company's Capacitors has shown substantial growth during the year 2010-2011 and continues to be good. There has been improvement in the sales volume compared to the previous year. Your Company's value of Sales increased to ₹ 1471.05 Lakhs from ₹ 1262.52 Lakhs for the previous year and indicated a growth of 14.17% inspite of severe pressure on price front.

Insulators :

The wholly Owned Subsidiary i.e. Incap Insulators Private Limited merged with the Company and the total sales from Insulators or Insulators Division amounted to ₹ 82.80 Lakhs and resulted a net loss of ₹ 124.04 Lakhs from the said division. Company taking effective steps to increase the insulators sales in the current financial year 2011-2012 by doing business promotions.

Order Book :

Your Company has new order in hand from Power grid Corporation and expecting more orders from power grid and other power companies in the current year.

FUTURE OUTLOOK:

The electronic component industry is facing severe competition from imports as well as Indian manufacturers. However, given the continued support, your company product enjoy support from the key customers and confident of doing higher turnover during the year and coming years.

M/s. Incap Insulators Pvt. Ltd., (Wholly Owned Subsidiary of Incap Limited) which is in the line of manufacturing of Silicon Rubber Insulators (Electrical Component) was amalgamated in the company and expecting good growth turnover during the current financial year, company expecting projects from Government and Other players in the Power Sector. Company taking several steps to promote growth and synergies and in return giving good value to the Shareholders.

DIVIDEND :

As your company incurred loss during the financial year 2010-2011 due to setting of insulator division's loss against company's profits, in this background, your directors does not recommend any dividend for the Financial Year 2010-11.

AMALGAMATION/ MERGER :

Members are requested to note that the Scheme of Amalgamation for merger of *erstwhile* wholly owned subsidiary company i.e. M/s. Incap Insulators Private Limited with your company was sanctioned by the Hon'ble High Court of Andhra Pradesh by its Order dated 22nd December, 2010.

Pursuant to filing of certified copies of the orders of Hon'ble High Court of Andhra Pradesh along with necessary forms with the Office of the Registrar of Companies, Andhra Pradesh, Hyderabad, the Amalgamation comes into effect from the Appointed Date i.e. 01st April, 2010. The Annual Report of your Company for the year 2010-11 has been prepared after giving effect to this Amalgamation.

As pronounced in the Scheme of Amalgamation, the following are the benefits arising due to the Amalgamation

- The amalgamation would result in better and efficient utilization of resources of the Transferor Companies and the Transferee Company resulting in synergy of operations and economies of scale.
- The Company will derive and avail the benefits of assets, reserves and cash flows of the Transferor Companies thereby increasing its financial strength and the ability to make larger investments.
- To have better administrative and managerial control for the management, as the proposed amalgamation / merger would ensure synergy in operation and management. The proposed Amalgamation in general will have beneficial results for the Companies, its members, employees and all concerned.

Keeping such benefits in view, the ability to generate income and the profitability of the company are expected to increase in the years to come.

DEPOSITS :

During the period under review, your company has not accepted/renewed any deposits within the meaning of section 58A of the Companies, Act 1956 and the rules made there under.

INSURANCE :

All the properties of your company including its buildings, Plant & Machinery and stocks have been adequately insured.

QUALITY SYSTEM :

Your Company's Certificate for quality system under ISO 9001: 2008 from STQC Certification Services, New Delhi continues to be valid.

CORPORATE GOVERNANCE :

The Company has complied with all mandatory provisions of Corporate Governance as prescribed under Clause 49 of the Listing Agreement. A report on Corporate Governance, along with the certificate on its compliance from the Auditors forms part of this report.

DISCLOSURE AS PER LISTING AGREEMENT :

Clause 32 :

The Cash Flow Statement in accordance with Accounting Standard and Cash Flow Statement (AS3) issued by ICAI is appended to this Annual Report.

Clause 43A:

The Company's shares are listed on Bombay Stock Exchange, Mumbai (BSE), P.J.Towers, Dalal Street, Mumbai. The annual listing fee to BSE for the year 2010-2011 has been paid.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief, state that the company maintains proper accounting records which disclose with reasonable accuracy, the financial position of the company.

Further your Directors state that these accounting records have formed the basis in the preparation of financial statements of the company in compliance with the provisions of the Companies Act, 1956, including any amendments thereto.

Your Directors also confirm compliance that the financial statements of the company are prepared in such manner to give a true and fair view of the state of affairs of the company as at the end of 31st March, 2011 and of the profit of the Company for the year to that date.

Your Directors state that in preparing the aforesaid financial statements of the company, appropriate accounting policies have been consistently applied and supported by reasonable and prudent judgments and estimates, whilst applicable accounting standards have been followed and that these financial statements have been prepared on going-concern basis.

Further, your Directors to the best of their knowledge and belief, state that appropriate internal control systems are in place which are reasonably expected to safeguard the assets of the company and to prevent and detect fraud and irregularities.

CONSERVATION OF ENERGY :

The company does not belong to the category of power intensive industries and hence consumption of power is not significant. However the management is aware of importance of conservation of energy and also review from time to time the measures taken / to be taken for reduction of consumption of energy. Your Company continues its efforts to conserve energy wherever practicable by economizing on the use of power through better utilization of equipment and proper production planning.

Form A is not applicable to the company, as it does not fall under the list of Industries specified in the schedule attached to Rule 2

TECHNOLOGICAL ABSORPTION :

No Foreign Technology is imported as such, the question of the absorption of the same does not arise.

FOREIGN EXCHANGE EARNINGS AND OUTGO :

(₹ In Lakhs)

	Current Year	Previous Year
a) Foreign Exchange earnings on exports :	NIL	NIL
b) Foreign Exchange used on account of :		
(i) Value of imports of :		
Raw materials & Stores	1096.14	813.14
(ii) Capital Goods	8.04	-
(iii) Foreign Travel	11.11	NIL

AUDITORS :

Your Company's Auditors M/s. Purnachandra Rao & Co., retire at the conclusion of the forthcoming Annual General Meeting and have signified their willingness to accept re-appointment and confirmed their eligibility under section 224(1-B) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES :

There are no employees who are in receipt of remuneration in excess of the rates / amounts specified under Section 217 (2A) of the Companies Act, 1956 read with the (particulars of Employees) Rules, 1975.

INDUSTRIAL RELATIONS :

Your Company has had harmonious industrial relations throughout the year under review at all levels of the organization, and would Endeavour to maintain this cordial relationship.

DIRECTORS :

Yours Directors take this opportunity to record their appreciation for the valuable guidance and service received from Sri. P.K. Purushothaman, during his tenure as the Whole Time Director of the Company.

Sri. K Srinivasa Rao, Director of the Company passed away on 02nd July, 2010, Directors and Top Level Employees of the company expressed their deep condolences to his family members.

Sri. P Ram Rao, Director of your company retires by rotation at the ensuing Annual General Meeting. Being eligible for the re-appointment, offers himself for the re-appointment.

ACKNOWLEDGEMENTS :

Your Directors wish to express their grateful appreciation for the assistance and cooperation received from APIDC, State Bank of India, State Bank of Hyderabad, Customers and Suppliers.

Cordial relations prevailed during the year with all the employees. Your Directors wish to place on record their deep sense of appreciation of the valuable work done and co-operation extended by them at all levels.

Your Directors also wish to express their gratitude to investors for the continued faith reposed by them in the Company.

VIJAYAWADA
May 30, 2011

**By Order of the Board
For Incap Limited**

Sd/-

**C. BHAGAVANTHA RAO
MANAGING DIRECTOR**

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**To**

The Members of INCAP LIMITED

We have examined the compliance conditions of corporate governance by INCAP LIMITED, for the year ended on 31st March 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders / Investors Grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **PURNACHANDRA RAO & CO.,**
Chartered Accountants,
Firm Regn No. 002802S

Sd/-
(CA. G. BABU SRIKAR)
Partner
M.No. 202335

VIJAYAWADA
May 30, 2011

CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE :**

Corporate Governance refers to the combination of voluntary practices and compliance's with laws and regulations leading to effective control and management of the organization. The fundamental objective of Incap's Corporate Governance is "enhancement of the long-term shareholder value at the same time protecting the interests of other shareholders." Corporate Governance brings into focus the fiduciary and trusteeship role of the Board to align and direct the action of the organization towards creating a wealth and shareholder value.

2. BOARD OF DIRECTORS AND MEETING :**(i) Board of Directors :**

The present strength of the Board of Directors is 3 (Excluding APIDC Nominee) and is responsible for the Management of the Company's business. The functions, responsibility, role and accountability of the Board are well defined. The Board in addition to monitoring corporate performance also carries out functions such as approving the business plan, reviewing and approving the annual budgets and borrowing limits and ensure that your Company keeps shareholders informed about plans, strategies and performance. The detail report of the Company's performance are periodically placed before the Board. The Board consists of 1 Executive Director, 2 Promoter and Non-Executive Directors, and Independent Director.

1. Promoter / Executive Director

Sri C. Bhagavantha Rao Managing Director

2. Promoter and Non-Executive Directors

Sri P. Ram Rao Director

Smt. C. Neelima Director

3. Non-Executive and Independent Director

Sri P. Rajeswara Rao Nominee Director

(ii) Board Meetings :

During 2010-2011, the Board of Directors met 6 times on the following dates :

Sl.No.	Date of Board Meeting
1.	29-05-2010
2.	28-08-2010
3.	30-09-2010
4.	28-12-2010
5.	01-02-2011
6.	26-03-2011

(iii) The details of Attendance of each Director at the Board Meetings, Last Annual General Meeting are as follows :

Name of the Director	Attendance Particulars	
	Board Meeting	Last AGM
Sri C. Bhagavantha Rao	6	YES
Sri P. K. Purushothaman	2	YES
Sri P. Ram Rao	3	NO
Sri K. Srinivasa Rao	1	NO
Sri P. Rajeswara Rao	4	YES
Smt. C. Neelima	5	YES

3. AUDIT COMMITTEE :**3.1 Composition :**

The Audit Committee comprises of three directors and composition of the committee.

3.2 Brief description of terms of reference :

The terms of reference as per Clause 49 of the Listing Agreement are as follows :

- a) to review the results announcement and the report and accounts at the end of quarter, half year and the full years before submission to the Board, focusing particularly on.
 - i) Any changes in accounting policies and practices.
 - ii) Compliance with accepted accounting standards.
 - iii) Major Judgmental Decisions etc.
- b) To consider appointment of Statutory Auditors, the Audit Fee, and any matter of resignation and dismissal.
- c) To discuss with the Statutory Auditors before the audit commences the nature and scope of the Audit.
- d) To review the effectiveness of the system of internal financial controls and discuss the same periodically with the statutory auditors.
- e) To discuss problems and reservations arising from the statutory audit and any matters the statutory auditor may wish to discuss.
- f) To consider other topics as may be delegated by the Board from time to time.

3.3 Meetings during the year :

During the Financial year 2010-2011, the Audit Committee met four times on following dates with full strength :

- 1. 29th May, 2010
- 2. 31st July, 2010
- 3. 30th October, 2010 and
- 4. 29th January, 2011

4. REMUNERATION OF DIRECTORS :

Since the Company does not have remuneration committee (Constitution of which is a non-mandatory requirement), the details pertaining to the same is not provided.

The Company does not remunerate the Non-Executive Directors of the Company except for the payment of sitting fees for attending each Meeting of the Board of Committee thereof. Remuneration to Executive Directors is fixed by the Board and approved by shareholder at the Annual General Meeting. Particulars of their remuneration for the year ended 31st March 2011 are given below:

Name of the Director	Remuneration				
	Sitting Fees	Salary	Perquisites	Commission	Total
Executive Director :					
Sri C. Bhagavantha Rao	Nil	600000	171000	Nil	771000
Sri P. K.Purushothaman	Nil	183500	45875	Nil	229375
Non-Executive Directors :					
Sri P. Ram Rao	2000	Nil	Nil	Nil	2000
Sri K. Srinivasa Rao	Nil	Nil	Nil	Nil	Nil
Sri P. Rajeswara Rao	6000	Nil	Nil	Nil	6000
Smt. C. Neelima	4000	Nil	Nil	Nil	4000

5. INVESTORS AND SHAREHOLDER'S GRIEVANCE COMMITTEE :

Brief Description of Terms of Reference :

To look into various affairs relating to the shareholders with regard to redressal of complaints in relation to transfer of shares, non-receipt of share certificates, balance sheets, dividends etc.,

The Committee comprises of three directors and composition of the committee.

6. GENERAL BODY MEETINGS :

Details of venue and time of last 3 Annual General Meetings are as under:

Financial Year : 2007-2008

Venue : Registered Office, 1-58, Nidamanur, Vijayawada-521 104.

Date : 27-09-2008

Time : 12-00 noon

Financial Year : 2008-2009

Venue : Registered Office, 1-58, Nidamanur, Vijayawada-521 104.

Date : 19-09-2009

Time : 12-00 Noon

Financial Year : 2009-2010

Venue : Registered Office, 1-58, Nidamanur, Vijayawada-521 104.

Date : 25-09-2010

Time : 12-00 noon

No special resolution were required to be put through postal ballot at the above meetings.

7. DISCLOSURES :

There are no related party transactions made by the Company with its promoters, directors or the management, their relative conflicting with company's interest.

No penalty or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

8. MEANS OF COMMUNICATION :

The quarterly, half yearly and annual results of the Company in the prescribed proforma are published in the following News Papers.

1. Business Line (English)
2. Andhra Bhoomi (Regional Language)

There is no practice of sending half yearly results to the household of shareholders.

9. GENERAL SHARE HOLDERS' INFORMATION :

- i) Annual General Meeting : 24th September, 2011
Venue : Registered Office, 1-58, Nidamanur, Vijayawada-521 104.
- ii) Financial Calendar : The Company follows April to March as its financial year. The results of every quarter are declared in the month following the quarter, as per the provision of Listing Agreement.
- iii) Date of Book Closure : 20th September, 2011 to 24th September, 2011 (Both days inclusive)
- iv) Dividend Payment date : As required under the Companies Act, 1956.
- v) Dividend History :

Year	Total Amount of Dividend paid ₹	Date of AGM in which Dividend was Declared	Date of payment	Unclaimed dividend as on 31-03-2011 ₹
2003-2004	46,53,200	28.08.2004	15.09.2004	152675/-
2004-2005	46,53,200	27.08.2005	22.09.2005	165606/-
2005-2006	46,53,200	02.08.2006	21.08.2006	195097/-
2006-2007	46,53,200	25.08.2007	13.09.2007	198144/-
2007-2008	46,53,200	27.09.2008	16.10.2008	232316/-
2008-2009	23,26,600	19.09.2009	14.10.2009	145264/-
2009-2010	27,91,920	25.09.2010	18.10.2010	199746/-

- vi) Listing on Stock Exchanges : Bombay Stock Exchange, Mumbai
- vii) Company Stock Code : BSE - 517370
- viii) Stock Market Data : The monthly high and low quotations of Company's shares at Bombay Stock Exchange (BSE) during the year under review are as under :

Month	High (₹)	Low (₹)
April - 2010	14.75	12.10
May - 2010	14.97	10.50
June - 2010	18.15	10.23
July - 2010	17.90	12.75
Aug - 2010	25.90	13.40
Sept - 2010	20.70	15.10
Oct - 2010	21.50	15.35
Nov - 2010	18.25	12.00
Dec - 2010	15.06	10.50
Jan - 2011	14.25	11.50
Feb - 2011	13.10	11.05
Mar - 2011	12.40	10.22

ix) Register and Share Transfer Agents : M/s. Venture Capital and Corporate Investments Pvt. Limited, 12-10-167, Bharat Nagar, Hyderabad - 500 018.

x) Share Transfer System : Transfer of Securities in physical form are registered and, duly transferred share certificates are despatched within 30 days of receipt, provided the documents are in order.

With regards to Shares in demat mode, the procedure is adopted as per the provisions of Depositories Act, 1996.

xi) Distribution of Shareholding :

Number of Shares held	Number of Shareholders	Percentage of Shareholders	Paid-up value of Shares held (₹)	Percentage to Total Paid-up Capital
Upto 5000	2880	86.25	4944010	10.62
5001 - 10000	218	6.52	1883450	4.04
10001-20000	115	3.44	1780040	3.82
20001-30000	34	1.01	876520	1.88
30001-40000	18	0.53	643130	1.38
40001-50000	24	0.71	1150430	2.47
50001-100000	24	0.71	1805320	3.88
100001 and above	26	0.77	33449100	71.88
TOTAL	3339	100.00	46532000	100.00

xii) Dematerialisation of Shares

& Liquidity : As on 31st March, 2011, 92.37% (42,98,160 Equity shares) of paid up capital have been dematerialised

xiii) The company has not issued any GDRs / ADRs/ Warrants or any convertible instruments.

- xiv) Plant Locations : 1-58, Nidamanur, Vijayawada-521 104,
N.H.5 Road, Krishna District, A.P.
- xv) Address for Correspondence : All Shareholders complaints / queries in respect of their
shareholding may be addressed to :
INCAP LIMITED, 1-58, Nidamanur, Vijayawada-521 104.
E-mail : investorsincap@gmail.com
Ph : 0866 - 2842479, 571
Fax : 0866 - 2842572

For and on behalf of the Board

VIJAYAWADA
May 30, 2011

Sd/-
C. BHAGAVANTHA RAO
Managing Director

AUDITORS' REPORT**TO THE MEMBERS OF INCAP LIMITED**

1. We, M/s Purnachandra Rao & Co., Chartered Accountants, have audited the attached Balance Sheet of INCAP LIMITED, as at March 31, 2011 the Profit and Loss Account for the year ended on that date and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law, have been kept by the company, so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
5. On the basis of written representations received from the directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon give the information required by the Companies act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
 - b) In the case of Profit and Loss Account, of the loss for the year ended on that date; and
 - c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For PURNACHANDRA RAO & CO.,

Chartered Accountants
Firm Regn. No. 002802S

Sd/-

(CA. G. BABU SRIKAR)

Partner

M.No. 202335

VIJAYAWADA
May 30, 2011

ANNEXURE TO AUDITOR'S REPORT OF EVEN DATE

Referred to in paragraph 3 of our report of even date to the members of Incap Limited on the Financial Statements for the year ended 31st March, 2011.

- i (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the Information and explanations given to us, no substantial part of fixed assets have not been disposed off by the Company during the year.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The company has not either granted or taken any loans secured or unsecured to / from companies, firms or other parties covered in the register maintained under section 301 of the Act, 1956
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section of 301 of the Companies Act, 1956 have been entered in the Register required to be maintained under that section.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. The Central Government has not prescribed the maintenance of cost records for any of the products of the company under Section 209(1) (d) of the Companies Act, 1956.
- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income tax, Sales tax, Customs duty, Excise duty, Service tax, Cess and other material statutory dues applicable to it.

- (b) According to the information and explanation given to us, there are no dues of Sales tax, Service tax, Income tax, Customs duty and Excise duty which have not been deposited on account of any dispute.
- x. No accumulated losses are there at the end of the financial year 2010-11. The company has not incurred cash losses during the financial year covered by our audit and in the immediate preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to the financial institution, bank or debentures holders.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chitfund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the company.
- xiv. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the companies (Auditor's Report) order, 2003 are not applicable to the company.
- xv. The Company has not given guarantees for loans taken by others from banks and financial institutions during the year.
- xvi. In our opinion the term loans have been applied for the purpose for which they were raised.
- xvii. According to the information and explanation given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of act during the year.
- xix. The Company has not issued debentures during the year. Hence clause (xix) is not applicable.
- xx. The Company has not raised any money by way of public issues during the year.
- xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For PURNACHANDRA RAO & CO.,

Chartered Accountants
Firm Regn. No. 002802S

Sd/-

(CA. G. BABU SRIKAR)

Partner

M.No. 202335

VIJAYAWADA
May 30, 2011

BALANCE SHEET AS AT 31st MARCH, 2011

Particulars	Sche- dules	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SOURCES OF FUNDS			
Share holders' Funds			
a) i. Share capital	1	46532000	46532000
ii. Preferential Shares Allotment Money		2800000	-
b) Reserves and surplus	2	13897073	19566693
LOAN FUNDS			
a) Secured Loans	3	55294593	31382632
b) Unsecured Loans	4	6432843	10618691
DEFERRED TAX LIABILITY (Net)			
TOTAL		130125185	113257063
APPLICATION OF FUNDS			
Fixed Assets			
a) Gross Block		142201655	121263932
b) Less : Depreciation		101010754	93313938
c) Net Block	5	41190901	27949994
GOOD WILL ON AMALGAMATION			
	6	7996664	-
INVESTMENTS			
	7	-	19989166
CURRENT ASSETS, LOANS & ADVANCES			
a) Inventories	8	35915764	29118112
b) Sundry Debtors	9	31938875	26246808
c) Cash & Bank Balances	10	23316550	22376645
d) Other Current Assets	11	6111093	1212279
e) Loans and Advances	12	14138897	22839141
		111421179	101792985
Less : CURRENT LIABILITIES & PROVISIONS			
a) Current Liabilities	13	27856865	18128200
b) Provisions	14	2626694	18346882
NET CURRENT ASSETS			
		80937620	65317903
TOTAL		130125185	113257063
Accounting Policies and Notes on Accounts	23		

Previous year figures are related to Capacitors Division only.

For and on behalf of the Board

The schedules referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For PURNACHANDRA RAO & CO.,

Chartered Accountants
Firm Regn. No. 002802S

Sd/-

(CA. G. BABU SRIKAR)

Partner M.No. 202335

Sd/-

C. BHAGAVANTHA RAO

Managing Director

Sd/-

C. NEELIMA

Director

Place : Vijayawada

May 30, 2011

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011

Particulars	Sche- dules	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
INCOME			
Sales	15	155385292	126251781
Other Income	16	5321938	4981118
TOTAL (A)		160707230	131232899
EXPENDITURE			
Raw Material Consumed	17	108726179	86772505
Decrease in stocks	18	480657	3278657
Stores and spares consumed	19	1598606	1567784
Payments and Benefits to Employees	20	13397878	10314597
Mfg., Admn. Selling and other expenses			
Selling & Other expenses	21	25429719	14029461
Interest and Finance Charges	22	8216207	3931889
Depreciation		7013781	6044336
Good will written off		1999166	-
TOTAL (B)		166862193	125939229
Net Profit / (Loss) for the year (A-B)		(6154963)	5293670
Add : Prior period Items State Govt. Subsidy		1292131	-
Profit / (Loss) before Tax		(4862832)	5293670
Less : Provision for Current tax		119280	2507413
Add : Deferred Tax Liability (Net)		618427	463794
Net Loss after tax		(4363685)	3250051
Balance brought forward from previous Year		53651	59223
Amount available for appropriation		(4310034)	3309274
APPROPRIATIONS			
Proposed Dividend		-	2791920
Tax on Dividend		-	463703
Surplus Carried to Balance Sheet		(4310034)	53651
No. of Shares		4653200	4653200
Net Profit available to Equity Shareholders		(4363685)	3250051
Face Value of Shares		10	10
Earning Per Share (Rs)		(0.94)	0.70

Previous year figures are related to Capacitors Division only.

Note : The Schedules referred to above form an integral part of the profit & Loss Account.

This is the profit & Loss Account referred to in our report of even date.

For and on behalf of the Board

For PURNACHANDRA RAO & CO.,

Chartered Accountants
Firm Regn. No. 002802S

Sd/-

(CA. G. BABU SRIKAR)

Partner M.No. 202335

Sd/-

C. BHAGAVANTHA RAO

Managing Director

Sd/-

C. NEELIMA

Director

VIJAYAWADA
May 30, 2011

SCHEDULES FORMING PART OF THE BALANCE SHEET

Particulars	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SCHEDULE - 1 : SHARE CAPITAL		
AUTHORISED CAPITAL	60000000	60000000
60,00,000 shares of Rs. 10/- each		
ISSUED CAPITAL	52000000	52000000
52,00,000 Shares of Rs. 10/- each		
SUBSCRIBED CAPITAL	51696000	51696000
51,69,600 Shares of Rs. 10/- each		
PAID-UP CAPITAL	46532000	46532000
46,53,200 Shares of Rs. 10/- each Fully Paidup		
	46532000	46532000
B) PREFERENTIAL SHARE ALLOTMENT MONEY	2800000	-
	2800000	-
SCHEDULE - 2 : RESERVES & SURPLUS		
General Reserve	15431042	15431042
Capital Reserve	2582000	2582000
Capital Subsidy from State Government	194065	1500000
Surplus in P&L Account	(4310034)	53651
	13897073	19566693
SCHEDULE - 3 : SECURED LOANS		
State Bank of India - OCC	31906786	19112835
State Bank of Hyderabad - OCC	11954450	11153797
Vehicle Loan	1044960	1116000
State Bank of India TL	10388397	-
(Refer Note No. 2 of Schedule No. 23)	55294593	31382632
SCHEDULE - 4 : UNSECURED LOANS		
Sales Tax deferment Loan from Govt of A.P	6432843	10618691
	6432843	10618691

INCAP LIMITED

SCHEDULE - 5 : FIXED ASSETS											
PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	Cost as at 1-4-2010	Additions	Deductions	Cost as at 31-3-2011	Up to 31-3-2010	For The Period	Deductions	Up to 31-3-2011	As at 31-3-2011	As at 31-3-2010	
Land	1275747	-	13804	1261943	-	-	-	-	1261943	1275747	
Roads & Culverts	610435	-	-	610435	170456	9950	-	180406	430029	439980	
Buildings	11509807	2944611	-	14454418	6584621	384428	-	6969049	7485369	4925185	
Plant & Machinery	107790633	2306838	183897	109913574	80151638	5752693	14470	85889861	24023713	15605403	
Lab Equipment	3170368	-	1197318	1973050	695399	150592	93367	752624	1220426	1068971	
Electrical Installation	6326348	138893	-	6465241	2668562	302826	-	2971388	3493853	1717824	
Furniture & Fixtures	1481759	2253	-	1483992	877920	93861	-	971781	512211	85310	
Office Equipment	1283633	49649	-	1333282	680946	62759	-	743705	589577	561275	
Data Processing Equipment	1793024	9000	-	1802024	1548783	49160	-	1597943	204081	73097	
Vehicles	2935107	-	31411	2903696	737905	207512	11420	933997	1969699	2197202	
Total	138176861	5451224	1426430	142201655	94116230	7013781	119257	101010754	41190901	27949994	
Previous Year	119021758	2306797	64623	121263932	87306565	6044336	36963	93313938	27949994	37715192	

SCHEDULES FORMING PART OF THE BALANCE SHEET

Particulars	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SCHEDULE - 6 : GOOD WILL		
Goodwill on Amalgamation	9995830	-
Less : Amount written off during the year @1/5th of Good will amount	1999166	-
	7996664	-
SCHEDULE - 7 : INVESTMENTS		
<i>Traded - Quoted</i>		
ICICI Pru. Focussed Eq. Fund Retail-Growth	-	824890
ICICI Pru. Dynamic Plan - Div. Re-Invst.	-	3156048
Tata Infrastructure Fund	-	1008228
Investment in Subsidiaries		
15,00,000 Equity Share of Rs. 10/- each	-	15000000
	-	19989166
SCHEDULE - 8: INVENTORIES		
Raw Materials	18370701	18892968
Work-in-progress	4268746	912435
Finished Goods	11035562	7286629
General Stores	116426	98620
Imported Spares	1287743	1097386
Indigenous Spares	836586	830074
<i>(Valued at cost or Net Realisable Value whichever is lower)</i>		
	35915764	29118112
SCHEDULE - 9 : SUNDRY DEBTORS		
<i>(Unsecured & Considered good)</i>		
Debtors Exceeding six months	628579	545672
Others	31310296	25701136
	31938875	26246808
SCHEDULE - 10 : CASH AND BANK BALANCES		
Cash on Hand	19376	9290
Cash at Banks		
- in Current Accounts with Sheduled Banks	1565746	2220909
- in Term Deposit with Sheduled Banks	11977627	16215000
- in Margin Money Deposits	9753801	3931446
	23316550	22376645

SCHEDULES FORMING PART OF THE BALANCE SHEET

Particulars	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SCHEDULE - 11 : OTHER CURRENT ASSETS		
Deposits	1267800	809900
Other Current Assets	2610780	-
Interest accrued but not due	1322289	57028
Prepaid expenses	910224	345351
	6111093	1212279
SCHEDULE - 12 : LOANS AND ADVANCES		
<i>(Unsecured & Considered good)</i>		
<i>(Advances recoverable in cash or kind or for value to be received.)</i>		
Advances for purchases	10669696	200610
Advance to Subsidiary	-	7995195
Advances to Others	635695	102969
TDS / Income Tax Paid	2833506	14540367
	14138897	22839141
SCHEDULE - 13 : CURRENT LIABILITIES		
Advance received from Sunday Debtors	13626206	-
Sundry Creditors for capital goods	594792	584638
Sundry Creditors for expenses	6526415	5836689
Sundry Creditors for purchases	7109452	11706873
	27856865	18128200
SCHEDULE - 14 : PROVISIONS		
Proposed Dividend	-	2791920
Provision for Dividend Tax	-	463703
Provision for Fringe Benefit Tax	-	149773
Provision for Taxation	2626694	14941486
	2626694	18346882

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

Particulars	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SCHEDULE - 15 : SALES		
(a) Domestic Sales	140977165	116476155
(b) Excise Duty Collections	14408127	9775626
	155385292	126251781
SCHEDULE - 16 : OTHER INCOME		
Interest received	3615508	3355538
Other Income	1706430	1625580
	5321938	4981118
SCHEDULE - 17 : RAW MATERIAL CONSUMED		
Opening Stock	20501375	26657375
Add : Purchase	106595505	79008098
	127096880	105665473
Less : Closing Stock	18370701	18892968
Raw Material Consumed	108726179	86772505
SCHEDULE - 18 : INCREASE / DECREASE IN STOCKS		
Opening Stocks :		
Finished Goods	13739181	10491909
Work in Progress	2045784	985812
	15784965	11477721
Closing Stocks :		
Finished Goods	11035562	7286629
Work in Progress	4268746	912435
	15304308	8199064
Decrease in Stock	480657	3278657
SCHEDULE - 19 : STORES & SPARES CONSUMED		
Spares Consumed	791672	856627
Stores Consumed	806934	711157
	1598606	1567784
SCHEDULE - 20 : PAYMENTS & BENEFITS TO EMPLOYEES		
Salaries	11032196	7860432
Bonus, PF, LTA and ESI	1591248	1499694
Ex-Gratia	456356	623118
Leave Salary	30000	-
Stipend	-	8328
Workmen & Staff Welfare Expenses	288078	323025
Total	13397878	10314597

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

Particulars	As at 31st March, 2011 Amount in ₹	As at 31st March, 2010 Amount in ₹
SCHEDULE - 21 : MFG., SELLING, ADMN., & OTHER EXP.		
(A) MANUFACTURING EXPENSES		
Electricity Charges	3670684	3294502
Repairs & Maintenance	1165552	1828869
Freight Inward	121243	102250
	4957479	5225621
(B) ADMINISTRATIVE & OTHER EXP.		
Bank Charges	3331450	680101
Insurance	608209	570446
Taxes & Licenses	3714236	585545
Rent	1076248	407500
Postage & Telegram charges	236561	221679
Printing & Stationary	400457	291547
Telephone & Fax charges	433293	254109
Auditors Fee	32759	32759
Directors Remuneration	1133529	1537708
Directors Sitting Fees	12000	10000
Directors Travelling Expenses	73079	51258
Travelling expenses	1956166	515268
Donations	2014000	81000
Vehicle Maintenance	456261	360839
Other Administration Expenses	1234661	702360
Loss on sale of Asset	158869	11160
	16871778	6313279
(C) SELLING EXPENSES		
Advertisement Charges	113147	64837
Business Promotion Expenses	217110	88575
Commission on Sales	314191	320642
Consumption of Packing Material	863975	883257
Freight outwards	1363884	1033789
Other Selling Expenses	728155	99461
	3600462	2490561
SCHEDULE - 22 : INTEREST		
On Working Capital Loan	8216207	3931889
	8216207	3931889

SCHEDULE - 23 : ACCOUNTING POLICIES AND NOTES ON ACCOUNTS :**A) SIGNIFICANT ACCOUNTING POLICIES****1. GENERAL :**

The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as consistently adopted by the Company. The accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2. FIXED ASSETS :

Fixed Assets are stated at cost of acquisition inclusive of freight, taxes and incidental expenses.

3. DEPRECIATION :

Depreciation on fixed assets is provided on straight line method at the rates specified in schedule XIV to the Companies Act, 1956.

4. IMPAIRMENT :

The Carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

5. INVESTMENTS :

Current investments are carried at lower of cost or market value. The determination of the carrying costs of such investments is done on the basis of specific identification.

6. SALES :

Sales are inclusive of Excise Duty, Educational Cess, S.H. Education Cess and net of returns.

7. INVENTORIES :

Raw materials and Work-in-progress are valued at cost.

Finished Goods are valued at cost or net realisable value whichever is less.

Consumables are valued at cost.

8. EXCISE DUTY/CUSTOMS DUTY :

In compliance with the requirements of Accounting standard – 2, 'Valuation of Inventories' the company has provided excise duty/custom duty liability on stocks lying in bond as on the Balance Sheet date and included the same in valuation of such stocks. There is no impact on the profit for the year.

9. FOREIGN CURRENCY TRANSACTIONS :

All foreign currency transactions are accounted for at the rates prevailing on the dates of the transactions.

10. EMPLOYEE'S RETIREMENT BENEFITS :

Payment for gratuity liability is made on the basis of premium actuarially assessed and intimated by the Life Insurance Corporation of India, in terms of the policy taken out with them.

Payment for leave encashment is charged to profit and loss account on the basis of actual workings.

11. TAXES ON INCOME :

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions on the Income Tax Act 1961, and based on expected outcome of assessments / appeals.

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

NOTES FORMING PART OF ACCOUNTS:**1. Contingent liabilities :**

Particulars	2010 - 11	2009 - 10
Letter of Credit	135.27	182.56
Bank Guarantees	426.81	58.19
Corporate Guarantee	--	227.95
Total	562.08	468.70

- Secured Loans** : Working capital facilities from banks are secured by hypothecation of stocks of raw materials, semi finished goods, finished goods, stores and spares and book debts and first charge on Fixed Assets of the Company in favour of State Bank of India, Patamata Branch, Vijayawada and State Bank of Hyderabad, Governorpet Branch, Vijayawada on pari passu basis.
- Current Assets and Current Liabilities** : Sundry Debtors, Loans and Advances and Sundry Creditors balances are subject to confirmation by the parties. Fixed Deposits with Banks to the extent of ₹ 97.54 Lakhs are pledged with bankers towards margin money for Letters of Credit and Bank Guarantees.
- No amount is due to any small-scale industry in excess of Rs. 1,00,000 or more than 30 days.
- Provision is made for regular Income Tax as per the provisions of Income Tax Act, 1961.

Deferred Tax :

Deferred Tax is computed on the timing differences as per Accounting Standard 22 issued by the ICAI.

Description	Opening Balance 01.04.2010	Provided during the year	Reversed during the year	Closing balance 31.03.2011
	₹	₹	₹	₹
Deferred Tax Liability :				
Depreciation	5383849	--	215173	5168676
Revaluation of Investments	403254	--	403254	--
Total (a)	5787103	--	618427	5168676
Deferred Tax Asset :				
Investment	--	--	--	--
Total (b)	--	--	--	--
Net Deferred Tax Liability(a-b)	5787103	--	618427	5168676

The major and only component of Deferred Tax liability is the difference between Depreciation charges in books & Depreciation claimed as per Income Tax Act, 1961

- Segment Reporting** : The Company is primarily engaged in the business of manufacturing both AC and DC volts Aluminium Electrolytic Capacitors and Silicon Rubber Insulators. Since the nature of the activities is governed by the same nature of risks, these are grouped as single segment.
- In the absence of any claim under interest on delayed payments to Small Scale and Ancillary Industries Undertaking Act, 1993 the Company did not make any provisions for such payment.

8. **Excise Duty** : Provision has been made for the excise duty payable on finished goods not cleared from the factory amounting to ₹ **10.31 Lakhs**. CENVAT credit has been taken to the extent utilised for clearance of finished goods.
9. Gratuity has been funded through the scheme administered by Life Insurance Corporation of India.
10. There is no impairment of assets.
11. Related Party Transactions :

Sl.No	Name	Relation	Nature of Transaction	Year	Amount ₹
1	C.Bhagavantha Rao	Managing Director	Remuneration & Perks	2010-11	7,71,000
2	P.K.Purushothaman	Director	Remuneration & Perks	2010-11	2,29,375

Additional Information as required under part II of schedule VI to the Companies Act, 1956.

Particulars	2010-2011		2009-2010	
	Qty in Lakhs	₹ in lakhs	Qty in Lakhs	₹ in lakhs
Licensed Capacity :				
i) Aluminium Electrolytic Capacitor (in Pcs) (As per Industrial Entrepreneurs Memorandum)	2000.00		2000.00	
ii) Installed Capacity : Aluminium Electrolytic Capacitors (in pcs) (As Certified by Management)	1000.00		1000.00	
iii) Actual Production (inclusive of imported Semi-finished capacitors) Aluminium Electrolytic Capacitors	1273.18		1034.47	
iv) Opening Stock of Finished Goods	116.02	72.87	158.82	104.92
v) Closing Stock of Finished Goods	145.21	87.77	116.02	72.87
vi) Opening Stock of Semi-Finished Goods (As it is in various stages of production it can not be quantified)		9.12		9.86
vii) Closing Stock of Semi-Finished Goods (As it is in various stages of production it can not be quantified)		42.69		9.12

viii) Turnover	1243.99	1471.05	1077.26	1262.52
ix) Consumption of Raw materials				
Aluminum Foils(Sq. Mt)	1.812	550.31	1.930	442.88
Lead Tabs (Kpcs)	1.182	140.20	1.710	114.97
Others		366.77		309.88
Total		1057.28		867.73

Particulars	2010 - 2011		2009 - 2010	
	%	Value (₹ In lacs)	%	Value (₹ In Lacs)
x) Value of imported and Indigenous raw materials, spare parts and components consumed:				
Raw Materials				
Imported	95.90	798.27	94.57	813.14
Indigenous	4.10	34.11	5.43	46.69
Total	100.00	832.38	100.00	859.83
Stores and Spares				
Imported	50.25	7.92	54.66	8.57
Indigenous	49.75	7.84	45.34	7.11
Total	100.00	15.76	100.00	15.68
xi) Value of imports calculated on CIF				
basis on account of:				
A. Raw materials		798.27		813.14
B. Capital Goods		8.04		Nil
C. Consumables		Nil		Nil
xii) Earnings in Foreign Currency:				
A. Export of Goods		Nil		Nil
B. Others		13.43		
xiii) Expenditure in Foreign currency on account of:				
A. Foreign Travel		11.11		Nil
B. Others		Nil		Nil

xiv) Auditors Remuneration : (Includes Service Tax, where applicable)	2010-2011	2009-2010
Audit Fee	18,900	18,900
Taxation Matters	13,859	13,859

xv) Particulars of Managerial Remuneration is as under:

S.No.	Name and designation of the managerial Personnel	Year	Salary ₹	Perquisites ₹	Total ₹
1.	Sri C.Bhagavantha Rao Managing Director	2010-11	600000	171000	771000
		2009-10	600000	171000	771000
2.	Sri P.K.Purushothaman Technical Director	2009-10	183500	45875	229375
		2009-10	440400	110100	550500

The above remuneration is paid as per the terms of appointment approved by the Board / Shareholders. read with the provisions of the Companies Act, 1956

1. Previous years figures have been regrouped, wherever necessary to confirm to current year's classification.
2. All the figures have been rounded off to the nearest Rupee.
3. Signatures to schedule 1 to 23

As per our report attached to the balance sheet.

For PURNACHANDRA RAO & CO.,

Chartered Accountants
Firm Regn. No. 002802S

Sd/-

(CA. G. BABU SRIKAR)

Partner

M.No. 202335

For and on behalf of the Board

Sd/-

C.BHAGAVANTHA RAO

Managing Director

VIJAYAWADA,

May 30, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011			
	PARTICULARS	For the year ended 31-03-2011	For the year ended 31-03-2010
A	<u>CASH FLOW FROM OPERATING ACTIVITIES:</u>	₹	₹
	Net Profit Before Tax and Extrordinary items	(4862832)	5293670
	<u>Adjustments :</u>		
	Depreciation	7013781	6044336
	Loss on sale of Assets	158869	11160
	Interest Paid on Loans	8216207	3931889
	Interest Received	(3615508)	(3355538)
	Operating Profit Before Working Capital Changes	6910517	11925517
	<u>Adjustments for Working Capital Changes:</u>		
	Decrease / Increase in Inventories	(6797652)	11463736
	Decrease / Increase in Sundry Debtors	(5692067)	(3609562)
	Decrease / Increase in Other Current Assets	(4898814)	26559
	Decrease / Increase in Loans and Advances	8700244	(8334466)
	Increase / Decrease in Current Liabilities and provisions	(5991523)	9735702
	ADJUSTMENTS IN WORKING CAPITAL	(14679812)	9281969
	Cash Generated from Operations	(7769295)	21207486
	Income Tax Paid	(119280)	(2507413)
	Net Cash From Operating Activities { A }	(7650015)	18700073
B	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	Purchase of Fixed assets (including Capital Work In progress)	(5451224)	(2306797)
	Sale of Fixed Assets / Investments	1130500	16500
	Purchase of Investments	-	(11344177)
	Interest Received(net of tax deducted at source)	3615508	3355538
	Net Cash Used In Investing activities { B }	(705216)	(10278936)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
	Increase/(Decrease) in Unsecured Loans	(4185848)	(3265885)
	Increase/(Decrease) in Short term bank Borrowings	23911961	19244713
	Proceeds from issue of Prefential Shares	(2800000)	-
	Interest Paid on Borrowings	(8216207)	(3931889)
	Dividends and Dividend Tax Paid	-	(3255623)
	Net Cash Used in Financing Activities { C }	8709906	8791316

PARTICULARS	For the year ended 31-03-2011	For the year ended 31-03-2010
D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	₹ 939905	₹ 17212453
Cash and Cash Equivalents at the beginning of the period	22376645	5164192
Cash and Cash Equivalents at the end of the period	23316550	22376645
NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS	939905	17212453
Add: Cash or Cash equivalents at the beginning of the year	22376645	5164192
	23316550	22376645
Note: Cash on hand	19376	9290
Balances held with banks	23297174	22367355
Cash and cash equivalents at the End of the Period	23316550	22376645

For PURNACHANDRA RAO & CO.,
Chartered Accountants
Firm Regn. No. 002802S

Sd/-
(CA. G. BABU SRIKAR)
Partner
M.No. 202335

VIJAYAWADA
May 30, 2011

For and on behalf of the Board

Sd/-
(C.BHAGAVANTHA RAO)
Managing Director

Sd/-
C. NEELIMA
Director

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**1. REGISTRATION DETAILS**

Registration No.: State Code
 Balance Sheet Date

2. CAPITAL RAISED DURING THE YEAR (Rs.)

Public Issue	<input type="text" value="-"/>	Rights Issue	<input type="text" value="-"/>
Bonus Issue	<input type="text" value="-"/>	Private Placement	<input type="text" value="-"/>

3. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Rs.)

Total Liabilities	<input type="text" value="130125185"/>	Total Assets	<input type="text" value="130125185"/>
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SOURCES OF FUNDS

Paid-up Capital	<input type="text" value="46532000"/>	Reserves & Surplus	<input type="text" value="13897073"/>
Secured Loans	<input type="text" value="55294593"/>	Unsecured Loans / Others	<input type="text" value="6432843"/>

APPLICATION OF FUNDS

Net Fixed Assets	<input type="text" value="41190901"/>	Investments	<input type="text" value="--"/>
Net Current Assets	<input type="text" value="80937620"/>	Misc. Expenditure	<input type="text" value="-"/>
Accumulated Losses	<input type="text" value="-"/>		

4. PERFORMANCE OF COMPANY (Rs.)

Turnover	<input type="text" value="155385292"/>	Total Expenditure	<input type="text" value="166862193"/>
+ - Profit/Loss Before Tax	<input type="text" value="6154963"/>	+ - Profit/Loss after Tax	<input type="text" value="4363685"/>

PLEASE TICK APPROPRIATE BOX + FOR PROFIT, - FOR LOSS

Earning per Share in Rs.	<input type="text" value="(0.94)"/>	Dividend Rate %	<input type="text" value="-"/>
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5. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY

Item Code No.	<input type="text" value="8532 22 00"/>	Product Description	<input type="text" value="ALUMINIUM ELECTROLYTIC CAPACITORS"/>
	<input type="text" value="8546 90 90"/>		<input type="text" value="SILICON RUBBER INSULATORS"/>

VIJAYAWADA
May 30, 2011

By order of the Board

C. BHAGAVANTHA RAO
Managing Director

INCAP LIMITED
Regd. Office : 1-58, Nidamanur,
VIJAYAWADA -521 104

PROXY FORM

I / Weof being a member / members of INCAP LIMITED, hereby appoint ofor failing him.....of.....or failing him.....of.....as my/our Proxy to attend and vote for me/us and on my/our behalf at the 21st ANNUAL GENERAL MEETING of the said Company to be held at Incap Limited, 1-58, Nidamanur, Vijayawada - 521 104 on 24th September, 2011 and at any adjourned meeting thereof.

Signed this.....day ofTwo Thousand Eleven.
 Signature(s) of the Shareholder(s)

Affix Revenue Stamp

Folio No No. Of Shares Distinctive Nos.....

- Note :
1. This form must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
 2. A Proxy need not be a member

INCAP LIMITED
Regd. Office : 1-58, Nidamanur,
VIJAYAWADA -521 104

ADMISSION SLIP

Regd. Folio No

No. Of Shares

I certify that I am registered shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence of the 21st ANNUAL GENERAL MEETING of the Company to be held on 24th Sepetember, 2011 at Incap Limited, 1-58, Nidamanur, Vijayawada - 521 104.

Name of the Proxy (if any)
 In BLOCK LETTERS

Signature of Proxy

Signature of Member

Note : Please fill this admission slip and hand it over at the entrance of the hall. Those who come to attend the meeting are requested to bring the copies of Annual Report also with them.